

18 March 2019

Company Announcements Office
Australian Securities Exchange

Dear Sir/Madam

I attach an Appendix 3Y 'Change of Director's Interest Notice' for Costa Group Holdings Limited CEO, Mr Harry Debney.

Mr Debney has sold the shares referred to in the Notice for the purposes of funding the exercise of options (as referred to in the Notice) and to meet income tax obligations, namely from the 2017/18 year for exercising two tranches of options and associated share sales.

The balance of shares held by Mr Debney (directly and indirectly) after these transactions is 1,149,270.

Yours faithfully

A handwritten signature in black ink, appearing to read "D Thomas".

David Thomas
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|-------------------------------------|
| Name of entity | COSTA GROUP HOLDINGS LIMITED |
| ABN | 68 151 363 129 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Harry Debney |
| Date of last notice | 20 December 2018 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|--|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | |
| Date of change | 11 and 12 March 2019 (sale of shares); 15 March 2019 (exercise of options) and 18 March 2019 (issue of shares) |
| No. of securities held prior to change | <ul style="list-style-type: none">• 1,334,285 ordinary shares held in the name of Harry George Debney• 616,944 New CEO Options• 23,041 ordinary shares held in the name of Harry George Debney and Jane Elizabeth Debney (for Debney Super Fund)• 17,982 performance rights• 1,112,631 options to acquire ordinary shares in the Company |

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

| | |
|--|---|
| Class | <ul style="list-style-type: none"> • Ordinary shares • New CEO Options |
| Number acquired | 616,944 ordinary shares issued on exercise of New CEO Options |
| Number disposed | <ul style="list-style-type: none"> • 825,000 ordinary shares sold • 616,944 New CEO Options exercised |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | <ul style="list-style-type: none"> • Ordinary shares acquired on exercise of New CEO options - \$2.8125 per share • Ordinary shares sold – average \$5.2841 per share |
| No. of securities held after change | <ul style="list-style-type: none"> • 1,126,229 ordinary shares held in the name of Harry George Debney • 23,041 ordinary shares held in the name of Harry George Debney and Jane Elizabeth Debney (for Debney Super Fund) • 17,982 performance rights • 1,112,631 options to acquire ordinary shares in the Company |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <ul style="list-style-type: none"> • Shares acquired following exercise of New CEO Options • Shares sold by way of on-market trade |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|---------------------------|----------------|
| Detail of contract | Not applicable |
| Nature of interest | |

+ See chapter 19 for defined terms.

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| | |
|---|--|
| Name of registered holder (if issued securities) | |
| Date of change | |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | |
| Interest after change | |

Part 3 – +Closed period

| | |
|--|----------------|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

+ See chapter 19 for defined terms.