



**ASX Release**

26 November 2020

**APPENDIX 3Y**

In accordance with the Listing Rules, please see attached announcement relating to the above, for release to the market.

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*This announcement was authorised for release by Daniella Pereira, 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

<b>Name of entity</b>	Coles Group Limited
<b>ABN</b>	11 004 089 936

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.

<b>Name of Director</b>	Steven Cain
<b>Date of last notice</b>	29 November 2019

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	CPU Share Plans Pty Ltd as trustee of the Company's Equity Incentive Plan is the registered holder. Steven Cain is the beneficiary of the shares in accordance with the trust deed and rules governing the Company's Equity Incentive Plan.	
<b>Date of change</b>	23 November 2020	
<b>No. of securities held prior to change</b>	Direct:  Steven Cain	275,901 Performance Rights pursuant to the FY2020 Long Term Incentive Offer, allocated under the Company's Equity Incentive Plan.

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+ See chapter 19 for defined terms.

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	<p>Direct and indirect:</p> <p>Steven Cain and Claire Cain are the registered holders as trustees for the Cain Super Trust. Mr Cain is also a beneficiary of the Cain Super Trust.</p>	50,000 shares
	<p>Indirect:</p> <p>CPU Share Plans Pty Ltd as trustee of the Company's Equity Incentive Plan is the registered holder. Steven Cain is the beneficiary of the shares in accordance with the trust deed and rules governing the Company's Equity Incentive Plan.</p>	<p>170,114 shares comprised of:</p> <ul style="list-style-type: none"> <li>• 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer; and</li> <li>• 85,057 Performance Shares pursuant to the FY2019 Long Term Incentive Offer, allocated under the Company's Equity Incentive Plan.</li> </ul>
<b>Class</b>	Fully paid ordinary shares (including STI Shares)	
	Performance Rights	
<b>Number acquired</b>	75,866 STI Shares	
	223,133 Performance Rights	
<b>Number disposed</b>	N/A	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<p>Nil.</p> <p>STI Shares were provided as part of Mr Cain's short term incentive arrangements and Performance Rights were provided as part of Mr Cain's long term incentive arrangements.</p>	

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<b>No. of securities held after change</b>	Fully paid ordinary shares and Performance Rights	
	Direct:  Steven Cain	499,034 Performance Rights comprised of: <ul style="list-style-type: none"> <li>• 275,901 Performance Rights pursuant to the FY2020 Long Term Incentive Offer; and</li> <li>• 223,133 Performance Rights pursuant to the FY2021 Long Term Incentive Offer, each allocated under the Company's Equity Incentive Plan.</li> </ul>
	Direct and indirect:  Steven Cain and Claire Cain are the registered holders as trustees for the Cain Super Trust. Mr Cain is also a beneficiary of the Cain Super Trust.	50,000 shares
	Indirect:  CPU Share Plans Pty Ltd as trustee of the Company's Equity Incentive Plan is the registered holder. Steven Cain is the beneficiary of the shares in accordance with the trust deed and rules governing the Company's Equity Incentive Plan.	245,980 shares comprised of: <ul style="list-style-type: none"> <li>• 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer;</li> <li>• 85,057 Performance Shares pursuant to the FY2019 Long Term Incentive Offer; and</li> <li>• 75,866 STI Shares pursuant to the FY2020 STI award, each allocated under the Company' Equity Incentive Plan.</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation of Performance Rights to Mr Cain as Mr Cain's long-term incentive for FY2021 and allocation of fully paid ordinary shares (STI Shares) to Mr Cain as the deferred component of Mr Cain's short-term incentive for FY2020, further to shareholder approval at Coles' 2020 Annual General Meeting.	

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### 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.

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

### Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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