



**ASX Release**

1 September 2021

**APPENDIX 3Y**

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

**For more information:**

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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>	26 November 2020

### 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.	<b>CPU Share Plans Pty Ltd</b> 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>Cain Super Trust</b> of which Steven Cain and Claire Cain are trustees and registered holders. Mr Cain is also a beneficiary of the Cain Super Trust.
<b>Date of change</b>	25 August 2021 and 26 August 2021

+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	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.</li> </ul>
	Direct and indirect:  Cain Super Trust	50,000 shares
	Indirect:  CPU Share Plans Pty Ltd	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.</li> </ul>
<b>Class</b>	Fully paid ordinary shares (including STI Shares)  Performance Rights	
<b>Number acquired</b>	N/A	
<b>Number disposed</b>	1,999 Performance Shares	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil	

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	Direct:  Steven Cain	83,058 shares  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.</li> </ul>
	Direct and indirect:  Cain Super Trust	50,000 shares
	Indirect:  CPU Share Plans Pty Ltd	160,923 shares comprised of: <ul style="list-style-type: none"> <li>• 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer; and</li> <li>• 75,866 STI Shares pursuant to the FY2020 STI award.</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	<p>On 25 August 2021:</p> <ul style="list-style-type: none"> <li>• 83,058 Performance Shares held indirectly by Steven Cain pursuant to the FY2019 Long Term Incentive Offer vested; and</li> <li>• 1,999 Performance Shares held indirectly by Steven Cain pursuant to the FY2019 Long Term Incentive Offer were forfeited.</li> </ul> <p>On 26 August 2021:</p> <ul style="list-style-type: none"> <li>• 83,058 shares held indirectly by Steven Cain were transferred from CPU Share Plans Pty Ltd to be directly held by Steven Cain.</li> </ul>	

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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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 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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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<sup>+</sup> See chapter 19 for defined terms.