

16 March 2022

The Manager
Company Announcements Office
ASX Limited
Level 5, 20 Bridge Street
SYDNEY NSW 2000
Via ASX Online

NOTICE OF CHANGE IN DIRECTOR INTERESTS – MR NEIL ESPIE SMITH

Kelsian Group Limited (ASX:KLS) attaches a notice of change in director's interests for Mr Neil Espie Smith in accordance with the requirements of listing rule 3.19A.2 and as agent for the director for purposes of section 205G of the Corporations Act, 2001.

Mr Neil Smith has advised the company that the change in his notifiable interests arises from a gift of shares to a new charitable foundation called the Relay Foundation which will support a range of charitable projects including establishment of a ten-year Chair in Sustainable Transport Futures in the Institute for Transport and Logistics at the University of Sydney (Business School) of which he is an alumnus, and continue support for a range of educational projects in Africa. Mr Smith has advised the company that there are no changes in the company's circumstances influencing the decision to dispose of these shares to the charitable foundation.

Authorised for lodgement with the ASX by the Company Secretary, Joanne McDonald

Further information

For further information, please contact:

Clint Feuerherdt, Group Chief Executive Officer, +61 8 8202 8659

Andrew Muir, Chief Financial Officer, +61 8 8202 8693

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	Kelsian Group Limited ("Kelsian")
ABN	49 109 078 257

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	Neil Espie Smith
Date of last notice	22 February 2022

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Accuro Trustees (Jersey) Ltd as trustee for the Inubia Paulista Trust (Accuro Trustees). Neil Smith is a beneficiary of the Inubia Paulista Trust and has relevant interests in shares in Kelsian through Accuro Holdings (Jersey) Ltd and Accuro Trustees. Relay (Australia) Pty Ltd (formerly Pacific Transit Pty. Limited) ABN 14 003 922 647 (Relay Australia) as trustee for The Relay Trust (Australia) (formerly Pacific Transit Trust) ABN 56 936 284 072 (Relay Trust). Neil Smith is the sole shareholder and a beneficiary of the Relay Trust.
Date of change	15 March 2022
No. of securities held prior to change	30,444,556
Class	Ordinary shares
Number acquired	Nil

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	5,000,000, which were disposed as a gift of shares by Relay Australia as trustee for The Relay Trust.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	25,444,556
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Gift of shares under a Deed of Gift between Relay Australia as trustee for The Relay Trust and WG Administration Pty Ltd ACN 645 586 250 as trustee for the Relay Foundation ABN 74 383 161 477 dated 15 March 2022 (a copy of which is annexed to the Form 604 of the Smith Entities dated 15 March 2022.

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

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
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⁺ See chapter 19 for defined terms.

Appendix 3Y
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If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.