

# 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> Centuria Capital Limited
<b>ABN</b> 22 095 454 336

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>	John McBain
<b>Date of last notice</b>	7 September 2016

### 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>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ol style="list-style-type: none"> <li>1. Resolute Funds Management Pty Ltd &lt;Hanover Property S/F A/C&gt; (Director is a potential beneficiary of this entity)</li> <li>2. Resolute Funds Management Pty Ltd &lt;McBain Family A/C&gt; (Director is a potential beneficiary of this entity)</li> </ol>
<b>Date of change</b>	17 August 2016
<b>No. of securities held prior to change</b>	<p>Direct:</p> <ol style="list-style-type: none"> <li>1. 109,233 fully paid ordinary shares</li> <li>2. 538,433 Tranche 1 2013-2016</li> <li>3. 481,102 Tranche 2 2014 - 2017</li> <li>4. 481,102 Tranche 3 2015-2018</li> </ol> <p>Indirect:</p> <ol style="list-style-type: none"> <li>1. 4,287,940 fully paid ordinary shares (Super fund)</li> <li>2. 207,376 fully paid ordinary shares (Family trust)</li> </ol>

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+ See chapter 19 for defined terms.

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<b>Class</b>	Tranche 1 Performance Rights 2013-2016
<b>Number acquired</b>	Nil
<b>Number disposed</b>	538,433
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<p>The Board of Centuria resolved that the Company issue cash to Mr McBain in lieu of ordinary shares in satisfaction of the vesting of the 457,668 performance rights, based on the closing share price at the relevant date.</p> <p>The remaining 80,765 Tranche 1 performance rights lapsed.</p>
<b>No. of securities held after change</b>	<p>Direct:</p> <ol style="list-style-type: none"> <li>1. 109,233 fully paid ordinary shares</li> <li>2. 481,102 Tranche 2 2014 - 2017</li> <li>3. 481,102 Tranche 3 2015-2018</li> </ol> <p>Indirect:</p> <ol style="list-style-type: none"> <li>1. 4,287,940 fully paid ordinary shares (Super fund)</li> <li>2. 207,376 fully paid ordinary shares (Family trust)</li> </ol>
<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>Vesting of Tranche 1 performance rights pursuant to an executive incentive plan. The Tranche 1 performance rights were granted on 1 January 2014 and had a performance period of 1 July 2013-30 June 2016. Each right was to receive a fully paid ordinary share in the Company, subject to meeting the Performance Conditions.</p> <p>There were 457,668 Tranche 1 Performance rights held by Mr McBain which met the Performance Conditions and the remainder lapsed.</p> <p>The Board of Centuria resolved that the Company issue cash to Mr McBain in lieu of ordinary shares in satisfaction of the vesting of the 457,668 performance rights, based on the closing share price at the relevant date.</p>

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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>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<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	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**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>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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