

# 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>	Qube Holdings Limited
<b>ABN</b>	14 149 723 053

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>	Maurice James
<b>Date of last notice</b>	29 May 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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Maurice James (direct)  Lemacorp Pty Limited (holder is accustomed to act in accordance with directions of director)  M&L Super Pty Limited (trustee of superannuation fund of which director is a member)
<b>Date of change</b>	21 September 2020
<b>No. of securities held prior to change</b>	7,475,826 Ordinary Shares (Maurice James)  910,443 Ordinary Shares (Lemacorp Pty Ltd)  1,328,986 Ordinary Shares (M&L Super Pty Ltd)  6,000 Subordinated Notes (M&L Super Pty Ltd)
<b>Class</b>	Ordinary Shares & Subordinated Notes

M James (lodged - 250920)

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<b>Number acquired</b>	314,652 Ordinary Shares acquired on vesting of the FY18 award under the Long Term Incentive (SAR) Plan (LTI (SAR) Plan) (Maurice James)  69,361 Ordinary Shares acquired pursuant to the FY19 award under the Short Term Incentive (STI) Plan (STI Plan) (Maurice James)
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$2.7524 per Ordinary Share in respect of the shares acquired pursuant to the FY18 award under the LTI (SAR) Plan  \$2.68 per Ordinary Share acquired pursuant to the FY19 award under the STI Plan
<b>No. of securities held after change</b>	7,859,839 Ordinary Shares (Maurice James)  910,443 Ordinary Shares (Lemacorp Pty Ltd)  1,328,986 Ordinary Shares (M&L Super Pty Ltd)  6,000 Subordinated Notes (M&L Super Pty Ltd)
<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 Shares: <ul style="list-style-type: none"> <li>• following vesting of the FY18 award under the LTI (SAR) Plan</li> <li>• pursuant to the FY19 award under the STI Plan</li> </ul>

**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>	FY18, FY19 and FY20 awards under the LTI (SAR) Plan  FY19 award under the STI Plan  FY16 Long Term Incentive (LTI) Plan and FY16 LTI (Moorebank tranche) Plan (FY16 LTI Plans)
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<b>Nature of interest</b>	<p>Share Appreciation Rights (SARs) awarded pursuant to the FY18, FY19 and FY20 awards under the terms and conditions of the LTI (SAR) Plan.</p> <p>Rights to Shares awarded pursuant to the FY19 award under the terms and conditions of the STI Plan.</p> <p>Options awarded pursuant to the FY16 awards under the terms and conditions of the FY16 LTI Plans</p>
<b>Name of registered holder (if issued securities)</b>	Maurice James
<b>Date of change</b>	21 September 2020
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	<p>12,031,344 SARs awarded pursuant to the FY18, FY19 and FY20 awards under the terms and conditions of the LTI (SAR) Plans.</p> <p>64,786 Rights to Shares awarded pursuant to the FY19 award under the terms and conditions of under the STI Plan.</p> <p>1,527,149 Options awarded pursuant to the FY16 awards under the terms and conditions of the FY16 LTI Plans.</p>
<b>Interest acquired</b>	<p>192,502 SARs awarded pursuant to the FY18, FY19 and FY20 awards following an adjustment for the entitlement issue undertaken at a discount.</p> <p>4,575 Rights to Shares awarded pursuant to the FY19 STI Plan for dividends and an adjustment for the entitlement issue undertaken at a discount.</p> <p>24,434 Options awarded pursuant to the FY16 LTI Plans following an adjustment for the entitlement issue undertaken at a discount.</p>
<b>Interest disposed</b>	<p>Vesting of 3,583,157 SARs awarded pursuant to the FY18 award under the terms and conditions of the LTI (SAR) Plan (Maurice James).</p> <p>Vesting of 69,361 Rights to Shares awarded pursuant to the FY19 award under the terms and conditions of the STI Plan (Maurice James).</p>

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<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$2.7524 per Ordinary Share in respect of the shares acquired pursuant to the FY18 award under the LTI (SAR) Plan</p> <p>\$2.68 per Ordinary Share acquired pursuant to the FY19 award under the STI Plan</p>
<p><b>Interest after change</b></p>	<p>8,640,689 SARs awarded pursuant to the FY19 and FY20 awards under the terms and conditions of the LTI (SAR) Plan.</p> <p>1,551,583 vested options awarded pursuant to the FY16 awards under the terms and conditions of the FY16 LTI Plans.</p>

**Part 3 – <sup>+</sup>Closed period**

<p><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></p>	<p>No</p>
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	<p>N/A</p>
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	<p>N/A</p>

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