

# 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<br>VDM Group Limited |
| ABN<br>95 109 829 334               |

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    | Mr Michael Fry   |
| Date of last notice | 28 November 2011 |

### 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<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Mr Michael Fry ATF the Fry Superannuation Fund A/C<br>(Power to control/dispose of securities)                                       |
| Date of change  | 28 January 2014  |
| No. of securities held prior to change  | Mr Michael Fry ATF the Fry Superannuation Fund A/C<br>(Power to control/dispose of securities)<br>500,000 Ordinary Fully Paid Shares |
| Class   | Ordinary Fully Paid Shares   |
| Number acquired   | Mr Michael Fry ATF the Fry Superannuation Fund A/C<br>(Power to control/dispose of securities)<br>500,000 Ordinary Fully Paid Shares |

+ See chapter 19 for defined terms.

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|  |   |
|--|---|
| Number disposed  | Nil   |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation   | Acceptance of Non Renounceable Rights Issue entitlement at \$0.01 per share.  |
| No. of securities held after change  | Mr Michael Fry ATF the Fry Superannuation Fund A/C<br>(Power to control/dispose of securities)<br>1,00,000 Ordinary Fully Paid Shares |
| Nature of change<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of 500,000 ordinary shares on acceptance of Non Renounceable Rights Issue entitlement at \$0.01 per share.                      |

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

### Part 3 – +Closed period

+ See chapter 19 for defined terms.

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|   |  |
|---|--|
| Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required? | Yes  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | VDM's Prospectus dated 10 December 2013 advised that all eligible directors would be accepting their entitlements in the Rights Issue. |
| If prior written clearance was provided, on what date was this provided?  | 10 December 2013   |

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<sup>+</sup> See chapter 19 for defined terms.