

26 May 2023

The Manager  
Company Announcements Office  
ASX Limited  
Via ASX Online

## NOTICE OF CHANGE IN DIRECTOR INTERESTS – MR NEIL ESPIE SMITH

Kelsian Group Limited (ASX:KLS) (**Kelsian**) 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 Kelsian that the change in his notifiable interests arises from a disposal of shares by the trustee of The Inubia Paulista Trust in which Mr Smith is a beneficiary, and that the principal use of the proceeds of the disposal will be to further support charitable projects undertaken by a UK registered charity called The Relay Trust of which Mr Smith is a trustee. The projects supported by The Relay Trust are educational and community infrastructure projects in Sudan, South Sudan, Madagascar, Mozambique, Angola and Sierra Leone.

Mr Smith participated (through Relay (Australia) Pty Ltd as trustee for The Relay Trust (Australia)) in the recent Kelsian capital raise associated with the proposed acquisition of All Aboard America! Holdings, Inc. and Mr Smith has advised Kelsian that there are no changes in Kelsian's circumstances influencing his decision to dispose of these shares.

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

\*\*\*\*\*

### Further information

For further information, please contact:

Davina Gunn, Investor Relations Manager, +61 (0) 400 896 809  
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

<b>Name of entity</b>	Kelsian Group Limited ("Kelsian")
<b>ABN</b>	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.

<b>Name of Director</b>	Neil Espie Smith
<b>Date of last notice</b>	30 March 2023

#### 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.	<p>Accuro Trustees (Jersey) Ltd as trustee for the Inubia Paulista Trust (<b>Accuro Trustees</b>). 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.</p> <p>Relay (Australia) Pty Ltd (formerly Pacific Transit Pty. Limited) ABN 14 003 922 647 (<b>Relay Australia</b>) as trustee for The Relay Trust (Australia) (formerly Pacific Transit Trust) ABN 56 936 284 072 (<b>Relay Trust</b>). Neil Smith is the sole shareholder and a beneficiary of the Relay Trust.</p>
<b>Date of change</b>	25 May 2023
<b>No. of securities held prior to change</b>	26,765,276
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	778,704 ordinary shares

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$6.432 average price per ordinary share
<b>No. of securities held after change</b>	25,986,572
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market sale

#### 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> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	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

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