

Rule 3.19A.2

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	HT&E Limited
ABN	95 008 637 643

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	Ciaran James Davis
Date of last notice	7 May 2018

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	21 February 2019
No. of securities held prior to change	A. 420,134 B. 66,255
Class	A. Ordinary Shares B. Performance Rights under the Company's incentive plans (Performance Rights)
Number acquired	A. 103,919 B. Nil
Number disposed	A. Nil B. 66,255
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A. Nil B. Nil
No. of securities held after change	A. 524,053 Ordinary Shares B. 0 Performance Rights

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>66,255 Ordinary Shares were allocated for Performance Rights under the Company's FY17 Total Incentive Plan (as approved by shareholders at the Company's AGM on 7 May 2018). These Performance Rights have vested and converted into ordinary shares.</p> <p>An additional 37,644 Ordinary Shares were allocated equal to the dividends paid on vested Performance Rights in accordance with the Company's FY17 Total Incentive Plan rules.</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.

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

Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	No
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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.