CML Group

CML Group Limited (ASX: CGR)

8 September 2015

Appendix 3Y – Late Lodgement

CML Group Limited “CML” or the “Company” wishes to advise that it has recently been informed that Directors Interest on Convertible Notes have not been lodged as required by the Listing Rules. The acquisition of Convertible Notes occurred at the time of the prospectus issue earlier this year and was contained in the prospectus.

The late lodgement of 3Y was due to administrative oversight of the previous Company Secretary. The errors were identified recently by the current Company Secretary during a review of compliance documentation. As soon as the error was brought to the attention of the Board, the Directors of the Company sought and acquired the required information for the Company to complete the Appendix 3Y.

The Company considers that it has in place the necessary education, reporting and notification policies to ensure compliance with the disclosure obligations under listing rule 3.19A and the Company has reminded the Directors of their obligations under 3.19A.

The Company believes current arrangements to be adequate to ensure future compliance with ASX listing Rule 3.19B. The Directors are aware of their responsibilities under Listing Rule 3.19A and 3.19B and are conscious of lodgements being made in a timely manner.

Please do not hesitate to contact me should you wish to discuss this matter further.

Sincerely,

Daniel Riley
CEO

ABOUT CML GROUP

The Company delivers finance, payroll & employment solutions, enabling its clients to focus on and succeed in their core activities.

The Finance division undertakes ‘factoring’ or ‘receivables finance’. Through the factoring facility the Company provides an advance payment of up to 80% of a client’s invoice to help their business overcome the cash pressure of delivering goods or services in advance of payment from their customer (often 30 to 60 days). This is a flexible line of credit that is utilized in line with sales volume. The Company will consider an additional advance to a client (above the usual 80%) on occasion, for an additional fee and when there is adequate security from the client to cover the position.

The Payroll & Employment division provides ‘managed employment’ services to clients that do not wish to engage their workforce directly, generally as they do not have the processes, systems, insurances or desire to employ directly. This division also includes labour sourcing through recruitment agency panel management, project management and a migration practice.

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	**CML Group Limited**
ABN	**88 098 952 277**

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	Daniel Riley
Date of last notice	01 September 2015
Date of this notice	08 September 2015

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 and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Daniel Riley is a beneficiary of M&D Riley SMSF Mylinh Riley is a spouse Willis Riley is a son
Date of change	30 January 2015
No. of securities held prior to change	3,159,761 held directly or beneficially by Daniel Riley 10,000 held by Mylinh Riley 10,000 held by Willis Riley **Total: 3,179,761 – Ordinary**
Class	Convertible Notes
Number acquired	50,000
Number disposed	-

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$50,000
No. of securities held after change	3,159,761 held directly or beneficially by Daniel Riley 10,000 held by Mylinh Riley 10,000 held by Willis Riley **Total: 3,179,761 – Ordinary** **Total: 50,000 – Convertible Notes**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

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

Part 3 – +Closed period

+ See chapter 19 for defined terms.

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

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	**CML Group Limited**
ABN	**88 098 952 277**

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	Gregory Riley
Date of last notice	26 February 2015
Date of this notice	08 September 2015

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 and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Gregory Riley is a shareholder / Director of G&A Riley Investments P/L Gregory Riley is a shareholder / Director of Riley Investments P/L Gregory Riley is a partner of G&A Riley Partnership Greg Riley is a beneficiary of G&A Riley SMSF Ann Riley is the spouse of Greg Riley
Date of change	30 January 2015
No. of securities held prior to change	16,024,670 held by G&A Riley Investments P/L 5,770,243 held by Greg Riley 690,000 held by G&A Riley SMSF A/C 10,000 held by Riley Investments 10,000 held by Ann Riley 10,000 held by G&A Riley Partnership 22,514,913 – Ordinary
Class	Convertible Notes

Number acquired	50,000
Number disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$50,000
No. of securities held after change	16,024,670 held by G&A Riley Investments P/L 5,770,243 held by Greg Riley 690,000 held by G&A Riley SMSF A/C 10,000 held by Riley Investments 10,000 held by Ann Riley 10,000 held by G&A Riley Partnership 22,514,913 – Ordinary 50,000 held by G&A Riley SMSF A/C – Convertible notes
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A