

## Facsimile Cover Sheet

<b>To:</b> Company Secretary, CML Group Limited	<b>FAX:</b> 02 9267 1567
Company Announcements Office, Australian Securities Exchange	<b>FAX:</b> 1300 135 638
<b>FROM:</b> Joe Flinn (03 8610 9222)	<b>DATE:</b> 23 May 2019
<b>RE:</b> Form 604	<b>NO OF PAGES</b> (INCLUDING HEADER): 4
<input type="checkbox"/> URGENT <input type="checkbox"/> FOR REVIEW <input type="checkbox"/> PLEASE COMMENT <input type="checkbox"/> PLEASE REPLY	

Please find attached Form 604 in respect of our shareholding in the company.

Regards,

A handwritten signature in black ink, appearing to read 'Joe Flinn'.

Joe Flinn  
Secretary

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PLEASE CONTACT OUR OFFICE ON (03) 8610 9222 SHOULD THIS FACSIMILE BE INCOMPLETE OR ILLEGIBLE

FIRST SAMUEL LIMITED ACN 086 243 567  
LEVEL 16, 500 COLLINS STREET, MELBOURNE VIC 3000  
• PHONE 03 8610 9222 • FACSIMILE 03 8610 9299  
EMAIL: joe.flinn@firstsamuel.com.au

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Cml Group LimitedACN/ARSN ACN 098 952 277**1. Details of substantial holder(1)**Name First Samuel LimitedACN/ARSN (if applicable) ABN: 51 086 243 567There was a change in the interests of the  
substantial holder on 22/05/19The previous notice was given to the company on 18/03/19The previous notice was dated 18/03/19**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Refer attached				

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer attached				

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	Refer attached				

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
None	

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
First Samuel Limited	Level 16, 500 Collins Street, Melbourne Victoria 3000

**Signature**

print name Joseph Flinn

capacity Secretary

sign here

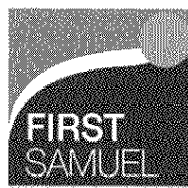


date 23 / 5 / 19

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A



## First Samuel Limited

ABN 51 086 243 567

This is Annexure A of 1 page referred to in Form 604 - Notice of change of interests of substantial holder dated 23 May 2019 in respect of Cml Group Limited (ACN 098 952 277).

## 2. Previous and present voting power

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary Fully Paid	36,479,286	18.13%	38,655,653	19.20%

## 3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22-May-19	First Samuel Limited	On Market Purchase	\$939,600	2,000,000	2,000,000
Between 16-Mar-19 and 21-May-19	First Samuel Limited	Net on and off market purchases and sales	\$79,556	176,367	176,367

## 4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
First Samuel Limited	JP Morgan Nominees and individual managed discretionary account clients of First Samuel Limited	Managed discretionary account clients of First Samuel Limited	First Samuel Limited has entered into managed discretionary account contracts with its clients that provide it with the authority to acquire and dispose of the relevant securities at its sole discretion	38,655,653 Ordinary Fully Paid Shares	38,655,653

Signed

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Date

23/5/19