



Our Ref: CO2 ASX Announce Appendix 3Y AWG & CDM 09-10-13 (392)

9 October 2013

Company Announcements Office  
Australian Securities Exchange  
Level 6  
20 Bridge Street  
SYDNEY NSW 2000

ANNOUNCEMENT 392

**By ASX Online**  
**Number of pages: 7**  
(including this page)

Dear Sir

### Change in Director's Interests

Following are Change of Director's Interests Notices for Andrew Grant and Chris Mitchell. The changes relate to the vesting of Performance Rights and the expiry of options.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Harley Whitcombe'.

**Harley Whitcombe**  
Company Secretary

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#### **CO2 Group Limited**

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CO2 Group Limited is a corporate authorised representative ("CAR") (Number 420079) of CO2 Group Financial Services Pty Ltd (ABN 92 142 542 774 AFSL 388086). The Group's Authorised Representative numbers are: CO2 Group Limited (CAR # 420079); Carbon Banc Limited (CAR # 420080); CO2 Australia Limited (CAR # 420081).

# Appendix 3Y

## Change of Director's Interest Notice



*Rule 3.19A.2*

*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	<b>CO2 GROUP LIMITED</b>
ABN	<b>50 009 317 846</b>

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	<b>Andrew William Thorold Grant</b>
Date of last notice	1 October 2012

### 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	See attached schedule of holdings
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See attached schedule of holdings
Date of change	8 October 2013
No. of securities held prior to change	1. 5,121,982 ordinary shares 2. 3,726,100 performance rights
Class	1. Ordinary shares 2. Performance Rights
Number acquired	1. 1,863,050
Number disposed	2. 1,863,050
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Ordinary Shares were issued on the vesting of the Performance Rights
No. of securities held after change	1. 6,985,032 ordinary shares 2. 1,863,050 performance rights
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Ordinary Shares issued on the vesting of the Performance Rights

# Appendix 3Y

## Change of Director's Interest Notice



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

# Appendix 3Y

## Change of Director's Interest Notice



### Schedule of holdings as at 8 October 2013

<b>Name of Registered Holder</b>	<b>Holding</b>	<b>Current % (undiluted)</b>
Andrew William Thorold Grant	6,670,788 Ordinary Shares	1.47
The Grant Superannuation Fund	314,244 Ordinary Shares	0.07
Andrew William Thorold Grant	1,863,050 Performance Rights	N/A
<b>Total Voting Power</b>	6,985,032 Ordinary Shares	1.54

**Fully Paid Shares on Issue**                      **452,850,575**

# Appendix 3Y

## Change of Director's Interest Notice



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Introduced 30/09/01 Amended 01/01/11

Name of entity	<b>CO2 GROUP LIMITED</b>
ABN	<b>50 009 317 846</b>

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	<b>Christopher David Mitchell</b>
Date of last notice	1 October 2012

### 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	See attached schedule of holdings
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See attached schedule of holdings
Date of change	8 October 2013
No. of securities held prior to change	<ol style="list-style-type: none"> <li>1. 40,000 ordinary shares</li> <li>2. 2,794,575 performance rights</li> <li>3. 3,000,000 options</li> </ol>
Class	<ol style="list-style-type: none"> <li>1. Ordinary shares</li> <li>2. Performance Rights</li> <li>3. Unlisted Options</li> </ol>
Number acquired	<ol style="list-style-type: none"> <li>1. 931,525</li> </ol>
Number disposed	<ol style="list-style-type: none"> <li>2. 931,525</li> <li>3. 3,000,000</li> </ol>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<ol style="list-style-type: none"> <li>1. Ordinary Shares were issued on the vesting of the Performance Rights</li> <li>2. Unlisted options expired</li> </ol>
No. of securities held after change	<ol style="list-style-type: none"> <li>1. 1,903,050 ordinary shares</li> <li>2. 931,525 performance rights</li> <li>3. 0 options</li> </ol>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	<p>Ordinary Shares issued on the vesting of the Performance Rights</p> <p>Options expired unexercised</p>

# Appendix 3Y

## Change of Director's Interest Notice



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

# Appendix 3Y

*Change of Director's Interest Notice*



## Schedule of holdings as at 8 October 2013

<b>Name of Registered Holder</b>	<b>Shares held</b>	<b>Current % (undiluted)</b>
Christopher David Mitchell	1,903,050 Ordinary Shares	0.42
Christopher David Mitchell	931,525 Performance Rights	N/a
<b>Total Voting Power</b>	1,903,050 Ordinary Shares	0.42

**Fully Paid Shares on Issue**                      **452,850,575**