

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
CARLTON INVESTMENTS LIMITED	85 000 020 262

We (the entity) give ASX the following information.

<p>1 Date that an Appendix 3C or the last Appendix 3D was given to ASX</p>	<p style="text-align: center;">7 NOVEMBER 2013</p>
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
On-market buy-back		
2 Name of broker who will act on the company's behalf		
3 Deleted 30/9/2001.		
4 If the company intends to buy back a maximum number of shares – that number <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>		

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
5	If the company intends to buy back a maximum number of shares – the number remaining to be bought back	1,693,388
6	If the company intends to buy-back shares within a period of time – that period of time; if the company intends that the buy-back be of unlimited duration - that intention	29 NOVEMBER 2013 to 28 NOVEMBER 2014
7	If the company intends to buy back shares if conditions are met – those conditions	29 NOVEMBER 2014 to 28 NOVEMBER 2015
All buy-backs		
8	Any other change	
9	Reason for change	EXTENSION OF ON MARKET BUY-BACK PERIOD

+ See chapter 19 for defined terms.

- 10 Any other information material to a shareholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:



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(Company Secretary)

Date: 20 November 2014

Print name:

Peter W Horton

⁺ See chapter 19 for defined terms.