

2nd December 2014

ASX ANNOUNCEMENT

BOARD MEMBER CHANGE

The Board of Carlton Investments Limited (CIN) announces the retirement of long serving Non- Executive Director, Mr Graeme Herring AM and the appointment of Mr Murray Bleach as an independent Non-Executive Director of the Company, both effective today.

Mr Graeme Herring has served on the Carlton Investments Board for over 26 years and has also been the Chairman of the Audit and Risk Committee. The Carlton Investments Chairman, Mr Alan Rydge, expressed the Board's appreciation for the diligent service provided by Mr Herring, particularly in the areas of capital management, regulatory requirements and accounting, over the long period that he has been on the Board.

Appendix 3Z – Final Directors Interest Notice for Mr Graeme Herring is attached.

Mr Murray Bleach, who joins the Board today, has over 30 years experience in the accounting and financial services sectors and also extensive experience in the infrastructure sector. He was previously the CEO of Intoll Group and is currently a Non-Executive Director of Energy Action Limited and IFM Investors. He is a member of the Institute of Chartered Accountants in Australia and a Graduate of the Australian Institute of Company Directors.

Appendix 3X – Initial Director's Interest Notice for Mr Murray Bleach is attached.



Peter W Horton
Company Secretary

Appendix 3Z

Final 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 30/9/2001.

Name of entity: CARLTON INVESTMENTS LIMITED
ABN: 85 000 202 262

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	GRAEME LESLIE HERRING
Date of last notice	Appendix 3Y dated 12 August 2008
Date that director ceased to be director	2 December 2014

Part 1 – Director's relevant interests in securities of which the director is the registered holder
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.

Number & class of securities 5,960 Ordinary Shares (direct holding)

+ See chapter 19 for defined terms.

Appendix 3Z Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Nil	

Part 3 – Director's interests in contracts

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
No. and class of securities to which interest relates	Not applicable

Date of Notice: 2 December 2014

+ See chapter 19 for defined terms.

Appendix 3X

Initial 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 30/9/2001.

Name of entity: CARLTON INVESTMENTS LIMITED
ABN: 85 000 020 262

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Murray Bleach
Date of appointment	2 December 2014

Part 1 - Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities Nil
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+ See chapter 19 for defined terms.

Appendix 3X Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
Nil	

Part 3 – 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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
No. and class of securities to which interest relates	Not applicable

Date of Notice: 2 December 2014

+ See chapter 19 for defined terms.