

# 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.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	15 NOVEMBER 2012
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### Information about the change

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

	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
<b>On-market buy-back</b>		
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>		
	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)

+ See chapter 19 for defined terms.

**Appendix 3D**  
**Changes relating to buy-back**

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5	If the company intends to buy back a maximum number of shares – the number remaining to be bought back	1,693,388	1,693,388
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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 2012 to 28 NOVEMBER 2013	29 NOVEMBER 2013 to 28 NOVEMBER 2014
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7	If the company intends to buy back shares if conditions are met – those conditions		
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**All buy-backs**

8	Any other change		
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9	Reason for change	EXTENSION OF ON MARKET BUY-BACK PERIOD	
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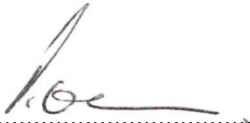
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<sup>+</sup> See chapter 19 for defined terms.

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:  ..... Date: 7 November 2013  
(Company Secretary)

Print name:.. Peter W Horton.....

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<sup>+</sup> See chapter 19 for defined terms.