

**Carlton Investments Limited**  
ABN 85 000 020 262

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of Carlton Investments Limited will be held at Rydges World Square Hotel, 389 Pitt Street, Sydney NSW 2000 on Wednesday, 23 October 2013 at 10.00am (AEDT).

### Ordinary Business:

#### To consider the financial statements

1. To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2013 and the related Directors' Report, Directors' Declaration and Audit Report.

#### To consider and, if thought fit, to pass the following as ordinary resolutions:

2. To adopt the Remuneration Report on pages 10 and 11 of the Annual Report.  
"That the Remuneration Report for the financial year ended 30 June 2013 (as set out in the 2013 Annual Report on pages 10 and 11) be adopted."

Note: The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

#### *Voting Exclusions on Item 2*

*Section 250R (4) of the Corporations Act 2001, requires the Company to disregard any votes cast on item 2 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report; or a closely related party of such a member (together "prohibited persons").*

*However, the Company will not disregard a vote if:*

- *The prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and*
- *The vote is not cast on behalf of a prohibited person.*

3. To re-elect a Director.  
"To re-elect as a Director, Mr A G Rydge, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election."

### Special Business:

#### To consider and, if thought fit, pass the following resolution as a special resolution:

4. Amendment of Constitution of the Company.  
"That the Constitution of the Company be amended as detailed in the attachment to this notice of annual general meeting."

#### Explanatory note for this item of business

This resolution proposes certain amendments to the Constitution of the Company. The Constitution was last updated in 2002 and since that time there have been changes to the Corporation Act 2001 and to the operation of the Australian Securities Exchange. These changes mean that there are references in the Constitution that should be updated and provisions that are no longer relevant. The resolution addresses these matters.

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## **Notice of Annual General Meeting (cont.)**

### Explanatory note for item 4 (cont.)

In summary the amendments proposed are as follows:

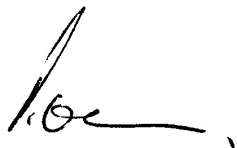
- References to ASX, CHESS, SCH, SCH Business Rules and related concepts be updated to reflect the current nomenclature and documents (Clause 1 of Constitution);
- The age limit for appointment as a director be removed (Clause 98 of Constitution);
- The provisions regarding voting by interested directors be updated (Clauses 125 and 126 of Constitution); and
- References to dividends being only payable out of profits be deleted (Clauses 158 and 161 of Constitution).

The directors recommend this resolution to you as it will ensure that the Company's Constitution reflects current law and practice.

### **Other Business:**

5. To consider any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

By order of the Board



**Peter Horton**  
Company Secretary  
18 September 2013

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## Attachment to Notice of Annual General Meeting

### Amendment of Constitution of the Company

- (a) In clause 1, by deleting the definitions of "**ASX**", "**CHESS**", "**CHESS Approved Securities**", "**CHESS Subregister**" and "**Relevant Law**" and inserting the following in their place:

**ASX** means ASX Limited (ABN 98 008 624 691).

**CHESS** has the meaning given in clause 2.13 of the ASX Settlement Operating Rules.

**CHESS Approved Securities** means securities of the Company which are approved by ASX Settlement in accordance with the ASX Settlement Operating Rules.

**CHESS Subregister** has the meaning given in clause 2.13 of the ASX Settlement Operating Rules.

**Relevant Law** means the Corporations Act, Listing Rules and the ASX Settlement Operating Rules.

- (b) In clause 1, by adding the following definitions (alphabetically as required):

**ASX Settlement** means ASX Settlement Pty Limited (ABN 49 008 504 532).

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement and, to the extent they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited (ABN 48 001 314 503).

**ASX Settlement Transfer** means a proper transfer for securities for the purposes of the ASX Settlement as required by the Law.

- (c) In clause 1, by deleting the definitions of "**SCH**", "**SCH Business Rules**" and "**SCH Transfer**".

- (d) In each place in which they occur in the Constitution:

"**SCH**" is amended to "**ASX Settlement**".

"**SCH Business Rules**" is amended to "**ASX Settlement Operating Rules**".

"**SCH Transfer**" is amended to "**ASX Settlement Transfer**".

- (e) Clause 98 is deleted.

- (f) Clause 125 is deleted and replaced with the following:

"A Director may be present and may vote on a matter in which they have an interest before the Board if and to the extent that they are permitted to do so under the Corporations Act, including the relevant disclosure of interest requirements.

If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter."

- (g) Clause 126 is deleted.

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## **Attachment to Notice of Annual General Meeting**

### **Amendment of Constitution of the Company (cont.)**


(h) The first sentence of clause 158 is deleted and replaced with the following:

"Subject to the rights of members entitled to shares with preferential, special or qualified rights as to dividends, dividends shall be payable to the members in proportion to the amounts paid up on the shares held by them".

(i) Clause 161 is deleted.

**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**

- Cast your proxy vote**
- Access the annual report**
- Review and update your shareholding**

**Your secure access information is:**

**Control Number:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00am (AEDT) on Monday 21 October 2013**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a shareholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the shareholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Carlton Investments Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Carlton Investments Limited to be held at Rydges World Square Hotel, 389 Pitt Street, Sydney NSW 2000 on Wednesday, 23 October 2013 at 10.00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY RESOLUTIONS

|  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| Item 2 To adopt the Remuneration Report      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 To re-elect Mr AG Rydge as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### SPECIAL RESOLUTION

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| Item 4 To amend the Constitution of the Company, as detailed in the attachment to the notice of meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_