

# Appendix 3Y

## Change of 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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>CARLTON INVESTMENTS LIMITED</b>
<b>ABN</b>	<b>85 000 020 262</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.

<b>Name of Director</b>	<b>Alan Graham Rydge</b>
<b>Date of last notice</b>	<b>23 November 2015</b>

### 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.

<b>Direct or indirect interest</b>	<b>Change in indirect interest</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Enbear Pty Limited, Alpheob Pty Limited, Aygeear Pty Limited and Amalgamated Holdings Limited are companies associated with Mr A G Rydge.</b>
<b>Date of change</b>	<b>19 April 2018</b>
<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"> <li>- 719,278 Ordinary Shares (direct interest);</li> <li>- 13,351,639 Ordinary Shares (indirect interest – Enbear Pty Limited);</li> <li>- 1,415,231 Ordinary Shares (indirect interest – Alpheob Pty Limited);</li> <li>- 100,246 Ordinary Shares (indirect interest – Aygeear Pty Limited); and</li> <li>- 630,169 Ordinary Shares (indirect interest – Event Hospitality and Entertainment Limited)</li> </ul> <b>Total: 16,216,563 Ordinary Shares</b>
<b>Class</b>	<b>Ordinary</b>
<b>Number acquired</b>	<b>Not applicable</b>
<b>Number disposed</b>	<b>12,000</b>

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>\$382,800 (12,000 Ordinary Shares at \$31.90 per share)</b>
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>- 719,278 Ordinary Shares (direct interest);</li> <li>- 13,351,639 Ordinary Shares (indirect interest – Enbear Pty Limited);</li> <li>- 1,415,231 Ordinary Shares (indirect interest – Alphoeb Pty Limited);</li> <li>- 88,246 Ordinary Shares (indirect interest – Aygeear Pty Limited); and</li> <li>- 630,169 Ordinary Shares (indirect interest – Event Hospitality and Entertainment Limited)</li> </ul> <b>Total: 16,204,563 Ordinary Shares</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Off-market trade</b>

### 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.

<b>Detail of contract</b>	<b>Not applicable</b>
<b>Nature of interest</b>	<b>Not applicable</b>
<b>Name of registered holder (if issued securities)</b>	<b>Not applicable</b>
<b>Date of change</b>	<b>Not applicable</b>
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<b>Not applicable</b>
<b>Interest acquired</b>	<b>Not applicable</b>
<b>Interest disposed</b>	<b>Not applicable</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	<b>Not applicable</b>
<b>Interest after change</b>	<b>Not applicable</b>

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**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	<b>No</b>
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	<b>Not applicable</b>
<b>If prior written clearance was provided, on what date was this provided?</b>	<b>Not applicable</b>

**Date of notice: 19 April 2018**

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