
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 The Screening Room, State Theatre Building, 49 Market Street, Sydney NSW 2000 on Tuesday, 15 October 2019 at 10.00am (AEDT).

The Screening Room is in the basement of the State Theatre Building and can be accessed via the stairs beside the Parlour Lane Roasters Café. If lift access is required, please advise staff at the Market Street level door and they will direct you to the lift.

ORDINARY BUSINESS

Annual Report

1. To receive and consider the financial statements of the Company and its controlled entities (collectively the "Group") for the year ended 30 June 2019 and the related Directors' Report, Directors' Declaration and Audit Report.

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

Remuneration Report

2. To adopt the Remuneration Report on pages 8 and 9 of the Annual Report.
"That the Remuneration Report for the financial year ended 30 June 2019 (as set out in the 2019 Annual Report on pages 8 and 9) 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 a person who is entitled to vote by writing that specifies how the proxy is to vote on the proposed resolution; or*
- *A vote is cast by a Director chairing the Meeting as a proxy for a person entitled to vote and who has given an undirected proxy on the proposed resolution.*

Directors

3. **To re-elect a Director.**

"That Mr Alan G Rydge being a director who retires by rotation, in accordance with the Company's Constitution, and being eligible, is re-elected as a director of the Company."



Carlton Investments Limited
ABN 85 000 020 262

Notice of Annual General Meeting (cont.)

OTHER BUSINESS

4. 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
11 September 2019

Carlton Investments Limited

ABN 85 000 020 262

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

Item 3 – Re-election of a director

Re-election of Alan G Rydge as a director

Mr Alan G Rydge, a non-executive director, retires by rotation in accordance with the Company's Constitution. Clauses 108(a) and (c) of the Company's Constitution states that a director will not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires or whose office is vacated under the Constitution is eligible for re-election to the Board except as expressly provided in the Constitution. Mr Rydge was last re-elected at the 2016 Annual General Meeting.

A profile of Mr Rydge is included in the 2019 Annual Report and is as follows:

Mr Alan G Rydge

Mr Rydge has been the Chairman of the Board since 1980 and is a non executive director. He has had broad experience as a director of various listed and private entities and was formerly Deputy Chairman of Australia Post.

Mr Rydge has been a director (since 1978) and Chairman (since 1980) of Event Hospitality & Entertainment Limited. He is also a director of Enbear Pty Limited, Alphoeb Pty Limited, and Aygear Pty Limited.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT)** Sunday 13 October 2019.

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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



I 9999999999

IND

Please mark to indicate your directions

Proxy Form

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 The Screening Room, State Theatre Building, 49 Market Street, Sydney NSW 2000 on Tuesday, 15th October 2019 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 in step 2) even though **Item 2** 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.

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.

	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 Alan G Rydge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CIN

999999A



Computershare

