

Carlton Investments Limited
ABN 85 000 020 262

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 Wednesday, 23 October 2024 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 Cucina Café. If lift access is required, please advise staff at the Market Street level door and they will direct you to the lift.

VOTING ON RESOLUTIONS

We encourage shareholders to vote on each of the resolutions to be considered at the Annual General Meeting. This can be done ahead of the meeting by voting online through Computershare Investor Centre (via www.investorvote.com.au) or by completing and returning the provided Proxy Form no later than 10:00am (AEDT) Monday 21 October 2024.

Shareholders and proxyholders who attend the meeting will, of course, be able to vote at the meeting.

QUESTIONS FROM SHAREHOLDERS

Shareholders who are unable to attend the meeting or who would prefer to register questions in advance are invited to direct questions to the Chairman or auditor by email at info@carltoninvestments.com.au so that they are received not later than 5.00pm Tuesday, 22 October 2024. Please use the email subject “**2024 AGM Question.**”

During the meeting the Chairman will endeavour to address those questions that have been most frequently raised. Individual responses, where appropriate, will be sent to shareholders.

ORDINARY BUSINESS FOR THIS MEETING

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 2024 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 9 and 10 of the Annual Report.
“That the Remuneration Report for the financial year ended 30 June 2024 (as set out in the 2024 Annual Report on pages 9 and 10) 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.

Notice of Annual General Meeting (cont.)

Voting Exclusions on Item 2

Pursuant to Sections 250BD and 250R of the Corporations Act 2001 (Cth), the Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the key management personnel of the Company named in the Remuneration Report for the year ended 30 June 2024, or that key management personnel's closely related parties, regardless of the capacity in which the vote is cast; or*
- as a proxy by a member of the key management personnel at the date of the meeting, or that of the key management personnel's closely related parties.*

However, this does not apply to a vote cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with their directions on how to vote as set out in the proxy appointment; or*
- by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of key management personnel.*

Directors

3. To re-elect a Director.

"That Mr Greg Robertson 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."

Refer to the attached Explanatory Notes for further details regarding Item 3.

OTHER BUSINESS

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

Andrew Carter

Company Secretary
18 September 2024

Explanatory Notes

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 Greg J Robertson as a director

Mr Greg J Robertson, 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 Robertson was last re-elected at the 2022 Annual General Meeting.

As part of its ongoing performance review process, the Board has considered the contribution made by Mr Robertson. The remaining members of the Board (Mr Robertson abstaining) strongly support the re-election of Mr Robertson as a director of the Company and recommend to shareholders that they vote in favour of Item 3.

A profile of Mr Robertson is included in the 2024 Annual Report and is as follows:

Mr Greg J Robertson CA, MBA, LLB, BEc, MAICD


Member of the Institute of Chartered Accountants in Australia and also a member of the Australian Institute of Company Directors.


Independent Non-Executive Director since May 2022.

Over 40 years' experience in business management, business valuations, mergers, acquisitions and reconstructions. Extensive experience in private equity investment across a wide range of industry sectors. He was a partner at Arthur Andersen, following which he was an Executive Director at Investec Wentworth Private Equity Limited for close to 10 years, and subsequently an Executive Director of Adexum Capital Limited for 8 years.

He is currently a director of Actuity Capital Partners Pty Ltd and Echo HoldCo Pty Ltd.

Need assistance?

 **Phone:**
1300 855 080 (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) on Monday, 21 October 2024.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184080

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Wednesday, 23 October 2024 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 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.

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 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To re-elect Mr Greg J Robertson 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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

