

# 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 2011
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### Information about the change

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

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (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  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.		

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

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

	<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)
5 If the company intends to buy back a maximum number of shares – the number remaining to be bought back	1,726,753	1,693,388
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 2011 to 28 NOVEMBER 2012	29 NOVEMBER 2012 to 28 NOVEMBER 2013
7 If the company intends to buy back shares if conditions are met – those conditions		
<b>All buy-backs</b>		
8 Any other change		
9 Reason for change	EXTENSION OF ON MARKET BUY-BACK PERIOD	

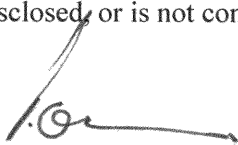
+ See chapter 19 for defined terms.

- 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:

  
.....  
(Company Secretary)

Date: 15 November 2012

Print name:..

Peter W Horton.....

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