

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

Name of entity	Carly Holdings Limited
ABN	60 066 153 982

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.

Name of Director	Christopher James Noone
Date of last notice	29 December 2020

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.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Noone Holdings Pty Ltd as trustee for the C and K Noone Family Trust Mr Noone is a director and shareholder of the company and a beneficiary of the trust.
Date of change	14 May 2021
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> 516,500 fully paid ordinary shares (Shares). 26,666 options exercisable at \$0.3750 each on or before 31 October 2022 (Tranche 2 Unquoted Options).

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	1,620,000 exercisable at \$0.3750 each on or before 19 November 2025 (Executive Options) ¹ .
Class	(a) Shares. (b) Options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options).
Number acquired	(a) 387,375 Shares. (b) 129,125 Quoted CL8OB Options.
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$0.08 per Share. (b) Nil. Free-attaching options on a 1-for-3 basis under the Rights Issue.
No. of securities held after change	<u>Direct</u> Nil. <u>Indirect</u> 903,875 Shares 26,666 Tranche 2 Unquoted Options 129,125 Quoted CL8OB Options 1,620,000 Executive Options.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a) Participation in Rights Issue. (b) Participation in Rights Issue.

¹ 1,620,000 Executive Options (post-consolidation) are subject to satisfaction of performance conditions and vesting periods as set out in the ASX announcement released to the market on 20 October 2020.

+ See chapter 19 for defined terms.

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.

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

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Carly Holdings Limited
ABN	60 066 153 982

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.

Name of Director	Adrian Maxwell Bunter
Date of last notice	29 December 2020

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.

Direct or indirect interest	Direct.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable.
Date of change	14 May 2021
No. of securities held prior to change	501,333 fully paid ordinary shares (Shares). 26,666 options exercisable at \$0.375 each on or before 31 October 2022 (Tranche 2 Unquoted Options).
Class	(a) Shares. (b) Options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options).
Number acquired	(a) 156,250 Shares. (b) 52,083 Quoted CL8OB Options.
Number disposed	Nil.

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Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(a) \$0.08 per Share. (b) Nil. Free-attaching options on a 1-for-3 basis under the Rights Issue.
No. of securities held after change	657,583 Shares. 26,666 Tranche 2 Unquoted Options. 52,083 Quoted CL8OB Options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	(a) Participation in Rights Issue. (b) Participation in Rights Issue.

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.

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

Part 3 – +Closed period

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

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Carly Holdings Limited
ABN	60 066 153 982

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.

Name of Director	Stephen Hagop Abolakian
Date of last notice	29 December 2020

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.

Direct or indirect interest	Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust, of which Mr Abolakian is a potential beneficiary of the trust.
Date of change	14 May 2021
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> ¹ 14,002,645 fully paid ordinary shares (Shares). 871,388 options exercisable at \$0.3750 each on or before 31 October 2022 (Tranche 2 Unquoted Options).

¹ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> (**MNA Holdings**) held 350,000 Shares and 17,500 Tranche 2 Unquoted Options in Carly Holdings Limited. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.

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Class	(a) Shares. (b) Options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options).
Number acquired	(a) 10,501,983 Shares. (b) 3,500,661 Quoted CL8OB Options.
Number disposed	Nil.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$0.08 per Share. (b) Nil. Free-attaching options on a 1-for-3 basis under the Rights Issue.
No. of securities held after change	<u>Direct</u> Nil <u>Indirect</u> ² 24,504,628 Shares. 871,388 Tranche 2 Unquoted Options 3,500,661 Quoted CL8OB Options.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a) Participation in Rights Issue. (b) Participation in Rights Issue.

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.

Detail of contract	Subscription agreement with the Company (Subscription Agreement). Summary of key terms contained in the ASX announcement released to the market on 11 May 2021 in relation to the Rights Issue and Follow-on Placement.
Nature of interest	Subject to the Company obtaining all necessary regulatory and prior shareholder approvals, issue of Shares and Quoted CL8OB Options under the Subscription Agreement.
Name of registered holder (if issued securities)	Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust (Willoughby), of which Mr Abolakian is a potential beneficiary of the trust.
Date of change	11 May 2021

² MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares, 17,500 Tranche 2 Unquoted Options and 87,500 Quoted CL8OB Options in Carly Holdings Limited. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.

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No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Nil
Interest acquired	Subscription for 4,617,200 Shares and 1,539,066 Quoted CL8OB Options under the Subscription Agreement.
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$0.08 per Share and free-attaching options on a 1-for-3 basis under the Subscription Agreement.
Interest after change	Assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement: <i>Direct</i> Nil <i>Indirect</i> ³ 29,121,828 Shares. 871,388 Tranche 2 Unquoted Options 5,039,727 Quoted CL8OB Options.

Part 3 – ⁺Closed period

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

³ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares, 17,500 Tranche 2 Unquoted Options and 87,500 Quoted CL8OB Options in Carly Holdings Limited. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.

⁺ See chapter 19 for defined terms.

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Carly Holdings Limited
ABN	60 066 153 982

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.

Name of Director	Robert Pinkas Blau
Date of last notice	2 December 2020

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.

Direct or indirect interest	Not applicable
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable ¹
Date of change	14 May 2021
No. of securities held prior to change	Nil ²
Class	Not applicable ³
Number acquired	Not applicable ⁴

¹ SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited (ASX:SGF). Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet Group Limited, of which SG Fleet Management Pty Limited (**SG Fleet**) is a wholly-owned subsidiary.

² SG Fleet held 11,091,433 Shares and 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) in Carly Holdings Limited.

³ Fully paid ordinary shares (**Shares**) and options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**).

⁴ SG Fleet acquired 8,318,574 Shares and 2,772,858 Quoted CL8OB Options.

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Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable ⁵
No. of securities held after change	Nil ⁶
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Not applicable ⁷

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.

Detail of contract	Not applicable ⁸
Nature of interest	Not applicable ⁹
Name of registered holder (if issued securities)	Not applicable ¹⁰
Date of change	Not applicable ¹¹
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable ¹²
Interest disposed	Not applicable

⁵ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Rights Issue.

⁶ SG Fleet holds 19,410,007 Shares, 888,888 Tranche 2 Unquoted Options and 2,772,858 Quoted CL8OB Options after the change.

⁷ Participation in Rights Issue.

⁸ SG Fleet Management Pty Limited entered into a subscription agreement with the Company (**Subscription Agreement**). Summary of key terms contained in the ASX announcement released to the market on 12 May 2021 in relation to the Rights Issue and Follow-on Placement.

⁹ Subject to the Company obtaining all necessary regulatory and prior shareholder approvals by 30 November 2021, issue of Shares and Quoted CL8OB Options to SG Fleet under the Subscription Agreement.

¹⁰ SG Fleet Management Pty Limited. Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet Group Limited, of which SG Fleet Management Pty Limited is a wholly-owned subsidiary.

¹¹ 11 May 2021.

¹² Subscription for 3,567,925 Shares and 1,189,308 Quoted CL8OB Options under the Subscription Agreement.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable ¹³
Interest after change	Not applicable ¹⁴

Part 3 – +Closed period

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

¹³ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Subscription Agreement.

¹⁴ SG Fleet will hold 22,977,932 Shares, 888,888 Tranche 2 Unquoted Options and 3,962,166 Quoted CL8OB Options (assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement).

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Carly Holdings Limited
ABN	60 066 153 982

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.

Name of Director	Kevin Victor Wundram
Date of last notice	2 December 2020

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.

Direct or indirect interest	Not applicable
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable ¹
Date of change	14 May 2021
No. of securities held prior to change	Nil ²
Class	Not applicable ³
Number acquired	Not applicable ⁴

¹ SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited (ASX:SGF). Mr Wundram is a director, shareholder and Chief Financial Officer of SG Fleet Group Limited, of which SG Fleet Management Pty Limited (**SG Fleet**) is a wholly-owned subsidiary.

² SG Fleet held 11,091,433 Shares and 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) in Carly Holdings Limited.

³ Fully paid ordinary shares (**Shares**) and options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**).

⁴ SG Fleet acquired 8,318,574 Shares and 2,772,858 Quoted CL8OB Options.

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Number disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable ⁵
No. of securities held after change	Nil ⁶
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Not applicable ⁷

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.

Detail of contract	Not applicable ⁸
Nature of interest	Not applicable ⁹
Name of registered holder (if issued securities)	Not applicable ¹⁰
Date of change	Not applicable ¹¹
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable ¹²
Interest disposed	Not applicable

⁵ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Rights Issue.

⁶ SG Fleet holds 19,410,007 Shares, 888,888 Tranche 2 Unquoted Options and 2,772,858 Quoted CL8OB Options after the change.

⁷ Participation in Rights Issue.

⁸ SG Fleet Management Pty Limited entered into a subscription agreement with the Company (**Subscription Agreement**). Summary of key terms contained in the ASX announcement released to the market on 12 May 2021 in relation to the Rights Issue and Follow-on Placement.

⁹ Subject to the Company obtaining all necessary regulatory and prior shareholder approvals by 30 November 2021, issue of Shares and Quoted CL8OB Options to SG Fleet under the Subscription Agreement.

¹⁰ SG Fleet Management Pty Limited. Mr Wundram is a director, shareholder and Chief Financial Officer of SG Fleet Group Limited, of which SG Fleet Management Pty Limited is a wholly-owned subsidiary.

¹¹ 11 May 2021.

¹² Subscription for 3,567,925 Shares and 1,189,308 Quoted CL8OB Options under the Subscription Agreement.

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable ¹³
Interest after change	Not applicable ¹⁴

Part 3 – +Closed period

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

¹³ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Subscription Agreement.

¹⁴ SG Fleet will hold 22,977,932 Shares, 888,888 Tranche 2 Unquoted Options and 3,962,166 Quoted CL8OB Options (assuming all necessary approvals are received and subscription for securities pursuant to the Subscription Agreement).

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