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	Adrian Maxwell Bunter
Date of last notice	7 December 2021

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	(a) 2 November 2022 (b) 2 November 2022 (c) 31 October 2022
No. of securities held prior to change	950,000 fully paid ordinary shares (Shares). 26,666 options exercisable at \$0.375 each on or before 31 October 2022 (Tranche 2 Unquoted Options) 52,083 options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options).
Class	 (a) Shares. (b) Options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options) (c) Tranche 2 Unquoted Options.
Number acquired	(a) 950,000 Shares. (b) 475,000 Quoted CL8O Options.

⁺ See chapter 19 for defined terms.

Number disposed	(c) 26,666 Tranche 2 Unquoted Options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$0.024 per Share.(b) Nil. Free-attaching options on a 1-for-2 basis under the Rights Issue.(c) Not applicable
No. of securities held after change	1,900,000 Shares 52,083 Quoted CL8OB Options 475,000 Quoted CL8O Options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buyback	(a) Participation in Rights Issue.(b) Participation in Rights Issue.(c) Expiry of options.

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

⁺ See chapter 19 for defined terms.

Part 3 - *Closed period

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

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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

Direct or indirect interest

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	12 September 2022

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

Indirect.

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.

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
giving rise to the relevant interest.	Mr Noone is a director and shareholder of the company and a beneficiary of the trust.
Date of change	(a) 2 November 2022 (b) 2 November 2022 (c) 31 October 2022
No. of securities held prior to change	<u>Direct</u>
-	Nil.
	<u>Indirect</u>
	1,033,875 fully paid ordinary shares (Shares).
	26,666 options exercisable at \$0.3750 each on or before 31 October 2022 (Tranche 2 Unquoted Options).
	129,125 options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options).
	1,620,000 options exercisable at \$0.3750 each on or before 19 November 2025 (Executive Options

⁺ See chapter 19 for defined terms.

	2020)¹.
	5,000,000 options expiring on 18 November 2026 with various exercise prices (Executive Options 2021) ² .
Class	 (a) Shares. (b) Options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options) (c) Tranche 2 Unquoted Options.
Number acquired	(a) 1,033,875 Shares. (b) 516,937 Quoted CL8O Options.
Number disposed	(c) 26,666 Tranche 2 Unquoted Options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$0.024 per Share.(b) Nil. Free-attaching options on a 1-for-2 basis under the Rights Issue.(c) Not applicable.
No. of securities held after change	Direct Nil. Indirect 2,067,750 Shares 129,125 Quoted CL8OB Options 516,937 Quoted CL8O Options 1,620,000 Executive Options 2020 5,000,000 Executive Options 2021.
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.(c) Expiry of Options.

^{1 1,620,000} Executive Options 2020 (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.

^{2 5,000,000} Executive Options 2021 have vesting periods and various exercise prices as set out in the ASX announcement released to the market on 8 October 2021.

⁺ 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.

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	Stephen Hagop Abolakian
Date of last notice	3 December 2021

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	(a) 2 November 2022
	(b) 2 November 2022
	(c) 31 October 2022
No. of securities held prior to change	<u>Direct</u>
	Nil.
	Indirect ¹
	29,121,828 fully paid ordinary shares (Shares).
	871,388 options exercisable at \$0.3750 each on or before 31 October 2022 (Tranche 2 Unquoted
	Options).
	5,039,727 options exercisable at \$0.16 each on or
	before 31 May 2023 (Quoted CL8OB Options)

¹ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> (MNA Holdings) held 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.

Class	 (a) Shares. (b) Options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options). (c) Tranche 2 Unquoted Options.
Number acquired	(a) 20,862,944 Shares. (b) 10,431,472 Quoted CL8O Options.
Number disposed	(c) 871,388 Tranche 2 Unquoted Options ²
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$0.024 per Share.(b) Nil. Free-attaching options on a 1-for-2 basis under the Rights Issue.(c) Not applicable.
No. of securities held after change	Direct Nil Indirect ³ 49,984,772 Shares. 5,039,727 Quoted CL8OB Options 10,431,472 Quoted CL8O Options.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buyback	(a) Participation in Rights Issue.(b) Participation in Rights Issue.(c) Expiry of options.

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

² 17,500 Tranche 2 Unquoted Options in Carly Holdings Limited held by MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> also expired.

³ MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares 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.

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.

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	Robert Pinkas Blau
Date of last notice	3 December 2021

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	(a) 2 November 2022 (b) 31 October 2022
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 whollyowned subsidiary.

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² SG Fleet held 22,977,932 fully paid ordinary shares (**Shares**), 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) and 3,962,166 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) in Carly Holdings Limited.

³ (a) Shares, options exercisable at \$0.06 each on or before 31 October 2024 (**Quoted CL8O Options**); and (b) Tranche 2 Unquoted Options.

⁴ (a) SG Fleet acquired 16,461,443 Shares and 8,230,721 Quoted CL8O Options.

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Not applicable ⁵
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable ⁶
No. of securities held after change	Nil ⁷
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 ⁸

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

⁵ (b) 888,888 Tranche 2 Unquoted Options expired.

⁶ (a) \$0.024 per Share and free-attaching options on a 1-for-2 basis under the Rights Issue; and (b) Not applicable.

⁷ SG Fleet holds 39,439,375 Shares, 3,962,166 Quoted CL8OB Options and 8,230,721 Quoted CL8O Options after the change.

⁸ (a) Participation in Rights Issue; and (b) Expiry of options.

⁺ See chapter 19 for defined terms.

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.

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	Kevin Victor Wundram
Date of last notice	3 December 2021

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	(a) 2 November 2022 (b) 31 October 2022
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.

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² SG Fleet held 22,977,932 fully paid ordinary shares (**Shares**), 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) and 3,962,166 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) in Carly Holdings Limited.

³ (a) Shares and options exercisable at \$0.06 each on or before 31 October 2024 (**Quoted CL8O Options**); and (b) Tranche 2 Unquoted Options.

^{4 (}a) SG Fleet acquired 16,461,443 Shares and 8,230,721 Quoted CL8O Options.

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Not applicable ⁵
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable ⁶
No. of securities held after change	Nil ⁷
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 ⁸

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

⁵ (b) 888,888 Tranche 2 Unquoted Options expired.

⁶ (a) \$0.024 per Share and free-attaching options on a 1-for-2 basis under the Rights Issue; and (b) Not applicable.

⁷ SG Fleet holds 39,439,375 Shares, 3,962,166 Quoted CL8OB Options and 8,230,721 Quoted CL8O Options after the change.

⁸ (a) Participation in Rights Issue; and (b) Expiry of options.

⁺ See chapter 19 for defined terms.

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.

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	Todd William Hunter
Date of last notice	2 December 2019

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	2 November 2022
No. of securities held prior to change	Direct Nil. Indirect ² Nil.
Class	Not applicable ³
Number acquired	Not applicable ⁴

¹ Mr Hunter is the CEO and a shareholder of Turners Automotive Group Limited (**Turners**).

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² Turners held 5,000,000 fully paid ordinary shares (**Shares**) in Carly Holdings Limited.

³ Shares and options exercisable at \$0.06 each on or before 31 October 2024 (**Quoted CL8O Options**).

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil ⁵
No. of securities held after change	<u>Direct</u>
	Nil.
	<u>Indirect</u> ⁶
	Nil.
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
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

⁴ Turners acquired 3,582,136 Shares and 1,791,068 Quoted CL8O Options.

⁵ \$0.024 per Share and free-attaching options on a 1-for-2 basis under the Rights

 $^{^{6}}$ Turners holds 8,582,136 Shares and 1,791,068 Quoted CL8O Options after the change.

⁷ Participation in Rights Issue.

⁺ See chapter 19 for defined terms.

Part 3 - *Closed period

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

⁺ See chapter 19 for defined terms.