
CHANGE OF DIRECTORS' INTEREST NOTICES

Carly Holdings Limited (ASX:CL8) provides Appendix 3Y – Change of Directors' Interest Notices following the expiry of the quoted options at 5:00 pm AWST on 31 May 2023 (ASX:CL8OB).

The notices are being lodged one day late due to an oversight - the public holiday in Western Australia was not counted in the five business days after the expiry of options but it was a trading day and business day for ASX.

In order to fulfil its obligations under Listing Rule 3.19B, the Company has entered into a deed with each director requiring that they advise of any change of interest within three business days of the change. In addition, the Company has a Trading Policy which contains specific procedures pursuant to which key management personnel are required to notify the Company prior to dealing in the Company's securities.

The Company also has a standing agenda item at Board meetings - directors' current security holdings and relevant interests - at which time each director confirms there has been no change in their notifiable interests.

The Company believes the current arrangements are adequate and the Company confirms the procedures are being followed.

This announcement was authorised to be given to ASX by the CEO and Executive Director and Non-Executive Chairman of Carly Holdings Limited.

Authorised by:

Chris Noone
CEO and Director
Carly Holdings Limited

For more information please contact:

Chris Noone
CEO and Director
Carly Holdings Limited
E: shareholder@carly.co

About Carly Holdings Limited

Carly Holdings Limited (ASX:CL8) investors.carly.co/ is listed on the Australian Securities Exchange. It is Australia's leading listed company focused on providing innovative mobility solutions for consumers and the automotive industry. Carly Holdings operates www.Carly.co, Australia's first flexible car subscription service.



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	3 November 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

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	31 May 2023
No. of securities held prior to change	1,900,000 fully paid ordinary shares (Shares). 52,083 options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options) 475,000 Options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options).
Class	Quoted CL8OB Options
Number acquired	Nil
Number disposed	52,083 Quoted CL8OB Options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

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No. of securities held after change	1,900,000 Shares 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 buy-back	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

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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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	3 May 2023

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	31 May 2023
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> 2,228,750 fully paid ordinary shares (Shares). 129,125 options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options). 516,937 options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options)

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	<p>1,620,000 options exercisable at \$0.3750 each on or before 19 November 2025 (Executive Options 2020)¹.</p> <p>5,000,000 options expiring on 18 November 2026 with various exercise prices (Executive Options 2021)².</p>
Class	Quoted CL8OB Options
Number acquired	Nil
Number disposed	129,125 Quoted CL8OB Options
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable
No. of securities held after change	<p><i>Direct</i></p> <p>Nil.</p> <p><i>Indirect</i></p> <p>2,228,750 Shares</p> <p>516,937 Quoted CL8O Options</p> <p>1,620,000 Executive Options 2020</p> <p>5,000,000 Executive Options 2021.</p>
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>	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 <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	3 November 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

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	31 May 2023
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> ¹ 49,984,772 fully paid ordinary shares (Shares). 5,039,727 options exercisable at \$0.16 each on or before 31 May 2023 (Quoted CL8OB Options) 10,431,472 options exercisable at \$0.06 each on or before 31 October 2024 (Quoted CL8O Options)
Class	Quoted CL8OB Options

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

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Number acquired	Nil
Number disposed	5,039,727 Quoted CL8OB Options
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable
No. of securities held after change	<u>Direct</u> Nil <u>Indirect</u> ² 49,984,772 Shares. 10,431,472 Quoted CL8O 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>	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 <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

² MNA Family Holdings Pty Ltd <Hishenk Pty Ltd Super A/C> holds 612,500 Shares 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.

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	Robert Pinkas Blau
Date of last notice	3 November 2023

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	31 May 2023
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 22,977,932 fully paid ordinary shares (**Shares**), 3,962,166 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) and 8,230,721 options exercisable at \$0.06 each on or before 31 October 2024 (**Quoted CL8O Options**) in Carly Holdings Limited.

³ Quoted CL8OB Options.

⁴ Not applicable.

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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 3,962,166 Quoted CL8OB Options expired.

⁶ Not applicable.

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

⁸ 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

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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	3 November 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

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	31 May 2023
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 22,977,932 fully paid ordinary shares (**Shares**), 3,962,166 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) and 8,230,721 options exercisable at \$0.06 each on or before 31 October 2024 (**Quoted CL8O Options**) in Carly Holdings Limited.

³ Quoted CL8OB Options.

⁴ Not applicable.

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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 3,962,166 Quoted CL8OB Options expired.

⁶ Not applicable.

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

⁸ 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.