

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	18 May 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	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	3 December 2021
No. of securities held prior to change	<u>Direct</u> Nil. <u>Indirect</u> ¹ 24,504,628 fully paid ordinary shares (Shares). 871,388 options exercisable at \$0.3750 each on or before 31 October 2022 (Tranche 2 Unquoted Options). 3,500,661 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.

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Class	(a) Shares. (b) Quoted CL8OB Options.
Number acquired	(a) 4,617,200 Shares. (b) 1,539,066 Quoted CL8OB Options.
Number disposed	Nil.
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 Tranche 2 Placement.
No. of securities held after change	<u>Direct</u> Nil <u>Indirect</u> ² 29,121,828 Shares. 871,388 Tranche 2 Unquoted Options 5,039,727 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>	Issue of Shares and Options pursuant to Tranche 2 Placement following receipt of shareholder approval at the Annual General Meeting held on 18 November 2021 (2021 AGM).

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	3 December 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.

+ See chapter 19 for defined terms.

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>	Nil
Interest acquired	Not applicable
Interest disposed	Shareholder approval received to issue 4,617,200 Shares and 1,539,066 Quoted CL8OB Options under the Subscription Agreement.
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$0.08 per Share and free-attaching options on a 1-for-3 basis under the Subscription Agreement.
Interest after change	<u>Direct</u> Nil <u>Indirect</u> 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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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	18 May 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable ¹
Date of change	3 December 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 19,410,007 fully paid ordinary shares (**Shares**), 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) and 2,772,858 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) in Carly Holdings Limited.

³ Shares and Quoted CL8OB Options.

⁴ SG Fleet acquired 3,567,925 Shares and 1,189,308 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

⁵ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Tranche 2 Placement.

⁶ SG Fleet holds 22,977,932 Shares, 888,888 Tranche 2 Unquoted Options and 3,962,166 Quoted CL8OB Options after the change.

⁷ Issue of Shares and Options pursuant to Tranche 2 Placement following receipt of shareholder approval at the Annual General Meeting held on 18 November 2021 (2021 AGM).

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 3 December 2021.

¹² Not applicable

Interest disposed	Not applicable ¹³
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable ¹⁴
Interest after change	Not applicable ¹⁵

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 Shareholder approval received to issue 3,567,925 Shares and 1,189,308 Quoted CL8OB Options under the Subscription Agreement.

¹⁴ \$0.08 per Share and free-attaching options on a 1-for-3 basis under the Subscription Agreement.

¹⁵ SG Fleet holds 22,977,932 Shares, 888,888 Tranche 2 Unquoted Options and 3,962,166 Quoted CL8OB Options after the change.

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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	18 May 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	3 December 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 19,410,007 fully paid ordinary shares (**Shares**), 888,888 options exercisable at \$0.3750 each on or before 31 October 2022 (**Tranche 2 Unquoted Options**) and 2,772,858 options exercisable at \$0.16 each on or before 31 May 2023 (**Quoted CL8OB Options**) in Carly Holdings Limited.

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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

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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 3 December 2021.

¹² Not applicable

Interest disposed	Not applicable ¹³
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable ¹⁴
Interest after change	Not applicable ¹⁵

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 Shareholder approval received to issue 3,567,925 Shares and 1,189,308 Quoted CL8OB Options under the Subscription Agreement.

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