

# 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

<b>Name of entity</b>	<b>Adelaide Brighton Ltd (ABL)</b>
<b>ABN</b>	<b>15 007 596 018</b>

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.

<b>Name of Director</b>	Mark Peter Chellew
<b>Date of last notice</b>	29 June 2012

### 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Relevant interest in Trustee and Superannuation accounts
<b>Date of change</b>	22 May 2013, 23 May 2013, 27 May 2013 and 28 May 2013
<b>No. of securities held prior to change</b>	<b>Ordinary shares:</b> 10,888 direct; 437,478 indirect; Total direct and indirect shares held is 448,366 <b>Awards:</b> 2,716,648 direct
<b>Class</b>	Ordinary
<b>Number acquired</b>	475,200 ordinary shares on 22 May 2013  670,920 Awards granted pursuant to the resolution of members at the Company's Annual General Meeting held on 22 May 2013, subsequent Invitation and Application for Award
<b>Number disposed</b>	237,600 ordinary shares on 27 May 2013 237,600 ordinary shares on 28 May 2013 Total ordinary shares disposed 475,200

+ See chapter 19 for defined terms.

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<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>475,200 ordinary shares acquired on 22 May 2013 – value not applicable. Allocated pursuant to exercise of awards under the Adelaide Brighton Ltd Executive Performance Share Plan Tranche 2 of 2010 Award</p> <p>670,920 Awards granted pursuant to the resolution of members at the Company's Annual General Meeting held on 22 May 2013, subsequent Invitation and Application for Award. No amount is payable for the grant of Awards.</p> <p>237,600 ordinary shares disposed on 27 May 2013 @ average price of \$3.309140 each</p> <p>237,600 ordinary shares disposed on 28 May 2013 @ average price of \$3.325801 each</p>
<p><b>No. of securities held after change</b></p>	<p><b>Ordinary shares:</b>          10,888 direct; 437,478 indirect;          Total direct and indirect shares held is 448,366</p> <p><b>Awards:</b>          2,847,568 direct</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Acquisition of ordinary shares:</b> Allocation of securities pursuant to exercise of awards under the Adelaide Brighton Ltd Executive Performance Share Plan. (Exercisable portion of Tranche 2 of 2010 Award). (Portion lapsed 64,800 Awards).</p> <p><b>Disposal of ordinary shares:</b>          On market trade</p> <p><b>Awards granted:</b> pursuant to the resolution of members at the Company's Annual General Meeting held on 22 May 2013, subsequent Invitation and Application for Awards</p>

**Part 2 – Change of director's interests in contracts**

<p>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.<b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	<p>N/A</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>N/A</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>N/A</p>
<p><b>Interest after change</b></p>	<p>N/A</p>

+ 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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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