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24 April 2017

The Manager
ASX Market Announcements
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

We attach the Notice of Meeting and Proxy Form for Adelaide Brighton Limited's 2017 Annual General Meeting. These documents accompany Adelaide Brighton Limited's 2016 Annual Report which is being dispatched to shareholders today.

Yours faithfully

Marcus Clayton
Company Secretary

Notice of Annual General Meeting



Adelaide Brighton Ltd

ABN 15 007 596 018

Level 1, 157 Grenfell Street
Adelaide, South Australia 5000

All communications to:

Adelaide Brighton Ltd

GPO Box 2155

Adelaide SA 5001

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Notice is given that the 2017 Annual General Meeting of Adelaide Brighton Ltd (the Company) will be held at the Ballroom, Lower Level, InterContinental, North Terrace, Adelaide, South Australia 5000, on Thursday 25 May 2017 at 10.00am Adelaide time, for the purpose of transacting the business set out in this Notice.

Business

1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the financial report, directors' report and the auditor's report for the financial year ended 31 December 2016.

Note: there is no requirement for shareholders to vote on this item.

2 Election of Mr Z Todorcevski

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Mr Z Todorcevski, being a Director appointed since the last Annual General Meeting, and holding office only until the conclusion of this Annual General Meeting in accordance with rule 7.1(c) of the Company's constitution and, being eligible, is elected as a Director of the Company.

3 Re-election of Mr LV Hosking

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr LV Hosking, being a Director of the Company who retires by rotation under rule 7.1(d) of the Company's constitution and, being eligible, is re-elected as a Director of the Company."

4 Re-election of Mr KB Scott-Mackenzie

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr KB Scott-Mackenzie, being a Director of the Company who retires by rotation under rule 7.1(d) of the Company's constitution and, being eligible, is re-elected as a Director of the Company."

5 Re-election of Ms AM Tansey

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Ms AM Tansey, being a Director of the Company who retires by rotation under rule 7.1(d) of the Company's constitution and, being eligible, is re-elected as a Director of the Company."

6 Issue of Awards to the Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and section 200B of the *Corporations Act*, approval be given to the grant of 273,188 Awards to Mr M Brydon, the Managing Director of the Company, under the Adelaide Brighton Executive Performance Share Plan on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting."

Voting exclusion statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on Item 6 by or on behalf of the Managing Director, Mr M Brydon, or his associates. In addition, the *Corporations Act* provides that a member of the Company's Key Management Personnel (as disclosed in the Remuneration Report) and their closely related parties are not permitted to cast a vote as a proxy on this resolution. However, these restrictions will not apply where the vote is cast by:

- a) a person as proxy for a person who is permitted to vote, in accordance with the directions on the proxy form; or
- b) a person chairing the meeting as a proxy for a person who is permitted to vote, and the appointment expressly authorises the Chairman to exercise the undirected proxies as the Chairman decides.

7 Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"To adopt the Remuneration Report for the financial year ended 31 December 2016."

The Remuneration Report is set out on pages 42 to 60 of the 2016 Annual Report.

Note: This resolution is advisory only and does not bind the Directors of the Company.

Voting exclusion statement

The *Corporations Act* prohibits any votes being cast on Item 7 by or on behalf of any member of the Company's Key Management Personnel (as disclosed in the Remuneration Report) and their closely related parties. However, the restrictions will not apply where the vote is cast by:

- a) a person as proxy for a person who is permitted to vote, in accordance with the directions on the proxy form; or
- b) a person chairing the meeting as a proxy for a person who is permitted to vote, and the appointment expressly authorises the Chairman to exercise the undirected proxies as the Chairman decides.

8 Non-executive Director remuneration

That the maximum aggregate amount of remuneration which may be paid to non-executive Directors in any year under rule 7.3(a) of the Company's constitution be increased by \$300,000 to \$1,600,000 with effect from 1 January 2017.

Voting exclusion statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on Item 8 by the Directors of the Company or any of their associates. In addition, the *Corporations Act* provides that a member of the Company's Key Management Personnel (as disclosed in the Remuneration Report) and their closely related parties are not permitted to cast a vote as a proxy on this resolution. However, these restrictions will not apply where the vote is cast by:

- a) a person as proxy for a person who is permitted to vote, in accordance with the directions on the proxy form; or
- b) a person chairing the meeting as a proxy for a person who is permitted to vote, and the appointment expressly authorises the Chairman to exercise the undirected proxies as the Chairman decides.

By order of the Board

Marcus Clayton

Company Secretary

20 April 2017

Explanatory notes to shareholders

Item 1

Financial Report, Directors' Report, Auditor's Report

The *Corporations Act* requires the financial report (which includes financial statements, notes to the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to the meeting.

Shareholders will be given a reasonable opportunity at the meeting to raise questions on these reports and to make comments on the business, operations and management of the Company.

Item 2

Election of Mr Z Todorovski

MBA, BCom, FCPA, FCIS

Mr Todorovski, 49 years of age, was appointed to the Board as an independent non-executive Director on 22 March 2017.

Mr Todorovski is an experienced global executive with more than 30 years experience in the oil and gas, logistics and manufacturing sectors gained in Australia and overseas and has a background in finance, strategy and planning. He has previously held the position of Chief Financial Officer with BHP Billiton's Energy business, Oil Search Limited and Brambles.

Mr Todorovski is President of the Group of 100, the peak body for Australia's Chief Financial Officers from the nation's major private and public business enterprises. He is also Chairman of the Accounting and Auditing Standing Committee of the Australian Securities and Investments Commission.

The Board confirms its support for the election of Mr Todorovski as an independent Director of the Company, and with Mr Todorovski abstaining, recommends that shareholders vote in favour of Item 2.

Item 3

Re-election of Mr LV Hosking

Mr Hosking, 72 years of age, joined the Board as an independent non-executive Director in June 2003 and was appointed Chairman in May 2012. He is a Member of the Audit, Risk and Compliance Committee, Nomination, Remuneration and Governance Committee and Independent Directors' Committee.

Mr Hosking has broad experience in commercial and financial matters with 16 years experience as Chief Executive of the Sydney Futures Exchange and former Chief Executive Officer of Axiss Australia and Managing Director of National Electricity Market Management Company.

Mr Hosking is a Director of AGL Energy Ltd and was a former Director of Australian Energy Market Operator Ltd, and Carbon Market Institute Ltd.

The Board has considered the performance of Mr Hosking as well as the skills, knowledge and experience he brings to the Board and his contribution to Board discussions.

The Board notes that the Chairman has served as a Director for 13 years. The Board is unanimous in its view that Mr Hosking's independence is not compromised by his re-election for a further 3 years. In fact, the Board considers Mr Hosking's re-election and continued leadership of the Board important in the context of the continuing Board renewal agenda.

The Board considers Mr Hosking to be an independent Director, and with Mr Hosking abstaining, recommends that shareholders vote in favour of Item 3.

Item 4

Re-election of Mr Ken Scott-Mackenzie

BE (Mining), Dip Law

Mr Scott-Mackenzie, 66 years of age, joined the Board as an independent non-executive Director in July 2010. He is Chair of the Safety, Health and Environment Committee and Member of the Nomination, Remuneration and Governance Committee and Independent Directors' Committee.

Mr Scott-Mackenzie is a Bachelor of Engineering (Mining) and holds a Diploma in Law. He has over 40 years experience in infrastructure, construction and mining services gained in Australia and overseas, as well as a background in the financial, legal and commercial aspects of projects. As an executive, he held several senior management positions and was the chief executive officer of a major construction group.

Mr Scott-Mackenzie was formerly a Chairman of Macmahon Holdings Limited, Linking Melbourne Authority and Murchison Metals Ltd.

The Board has considered the performance of Mr Scott-Mackenzie as well as the skills, knowledge and experience he brings to the Board and his contribution to Board discussions.

The Board considers Mr Scott-Mackenzie to be an independent Director, and with Mr Scott-Mackenzie abstaining, recommends that shareholders vote in favour of Item 4.

Item 5

Re-election of Ms Arlene Tansey

FAICD, MBA, JD, BBA

Ms Tansey, 59 years of age, joined the Board as an independent non-executive Director in April 2011. She is Chair of the Nomination, Remuneration and Governance Committee and Member of the Audit, Risk and Compliance Committee and Independent Directors' Committee.

Ms Tansey has spent over 30 years as a senior executive in business and the financial services industry gained in Australia and the United States with a background in investment banking and securities law.

Ms Tansey is a Director of Primary Health Care Limited, Aristocrat Leisure Limited, Lend Lease Real Estate Investments Limited and an external member of Infrastructure New South Wales.

The Board has considered the performance of Ms Tansey as well as the skills, knowledge and experience she brings to the Board and her contribution to Board discussions.

The Board considers Ms Tansey to be an independent Director, and with Ms Tansey abstaining, recommends that shareholders vote in favour of Item 5.

Item 6

Issue of Awards to the Managing Director

Under ASX Listing Rule 10.14, shareholder approval is required for securities to be granted to the Managing Director under an employee incentive scheme. Accordingly, shareholder approval is sought for a grant of Awards to the Managing Director, Mr M Brydon, pursuant to and subject to Adelaide Brighton's Executive Performance Share Plan (Plan).

Approval is also sought under section 200B of the *Corporations Act* for the pro rata vesting of Awards granted to Mr Brydon upon cessation of his employment in circumstances other than where he resigns or the Company terminates his employment for cause.

This year's Awards will have a four year performance period over the period 1 January 2017 to 31 December 2020, with testing of the performance conditions and vesting available in May 2021.

The Board considers that it is important that the remuneration of the Managing Director and members of the senior executive team, including any long term incentive, be on the same terms to ensure a co-ordinated and consistent effort to achieving the Company's goals. Following the meeting, the Company will issue Awards to members of the senior executive team on similar terms to those proposed for Mr Brydon.

The key terms of the proposed grant of Awards to the Managing Director in respect of the 2017 Award is set out below. An overview of the Plan can be found on pages 56 and 57 of the Remuneration Report.

Number of Awards allocated	<p>If approval is obtained, Mr Brydon will be issued with 273,188 Awards (at no cost to Mr Brydon) under the Plan. This represents the long term incentive component of his 2017 remuneration package.</p> <p>The number of Awards to be allocated to Mr Brydon was determined by dividing 100% of his fixed annual remuneration (being his maximum annual participation level in the Plan) by \$5.2671, being the volume weighted average price of the Company's shares over the 3 month period to 31 December 2016.</p> <p>Each Award is a right to one fully paid ordinary share in the Company.</p>	Trading restrictions	<p>Vested Awards may be exercised at any time prior to 30 September 2021. Shares allocated on exercise of an Award are subject to the restrictions in the Company's share trading policy.</p>
Date of grant	<p>If shareholder approval is obtained, the Awards will be formally granted to Mr Brydon no later than one month after the date of the meeting.</p>	Price payable on grant or exercise of Awards	<p>No amount is payable in respect of the grant, or upon vesting or exercise, of Awards.</p>
Performance period and vesting	<p>The Awards are subject to a four year performance period, commencing on 1 January 2017 (which is the effective grant date) and ending on 31 December 2020.</p> <p>Any Awards which do not vest following testing of the performance hurdles at the end of the performance period will lapse.</p> <p>The earliest exercise date for those Awards which vest after the end of the performance period is 1 May 2021. Any vested but unexercised Awards will expire on 30 September 2021.</p>	Cessation of employment	<p>If Mr Brydon ceases employment with the Company before the end of the performance period, his Award entitlements (if any) will depend on the circumstances of cessation.</p> <p>All unvested Awards will lapse if Mr Brydon resigns or is terminated by the Company for cause.</p> <p>If his employment otherwise terminates before 1 May 2021, the Awards will vest on a pro rata basis determined by reference to the portion of the performance period elapsed, and subject to the satisfaction of the performance conditions, at the date of cessation. Any Awards that vest are able to be exercised for six months post termination, after which point they will lapse.</p>
Performance hurdles	<p>The Awards are subject to two performance hurdles which are independent and tested separately.</p> <p>The Board considers these performance hurdles to be appropriate as they link a proportion of Mr Brydon's remuneration to Company performance and the generation of shareholder value.</p> <p>Total Shareholder Return (TSR) hurdle</p> <p>50% of the Awards are subject to the TSR hurdle.</p> <p>This hurdle requires the Company's total shareholder return over the performance period to equal or exceed the growth in the median company of the S&P/ASX 200 Accumulation Index (excluding all GICS Financial companies and selected resources companies).</p> <p>No Awards will vest if the Company's TSR performance over the performance period is less than the 50th percentile. If performance is at the 50th percentile, then 50% of Awards will vest. Full vesting will occur at the 75th percentile, with pro rata vesting on a straight line basis between these points.</p> <p>Earnings Per Share (EPS) hurdle</p> <p>50% of Awards are subject to the EPS hurdle.</p> <p>The EPS hurdle measures the compound annual growth in the Company's earnings per share (as disclosed in the audited accounts) over the period from 31 December 2016 (ie. the base year) to the end of the 2020 financial year.</p> <p>The target growth rate over the performance period for 50% vesting is 5% per annum compound annual growth, with full vesting occurring where the growth rate equals or exceeds 10% per annum compound. The Awards vest on a straight line basis between these points.</p>	Other required information - ASX Listing Rules	<p>Mr Brydon is the only Director of the Company entitled to participate in the Plan.</p> <p>Mr Brydon was appointed Chief Executive Officer of the Company in May 2014, followed by his appointment as Managing Director of the Company in November 2015.</p> <p>In accordance with the approval received from shareholders at the 2016 Annual General Meeting, 325,482 Awards were granted to Mr Brydon under the Plan during the 2016 financial year. Since this approval, no other Awards have been made under the Plan to Mr Brydon.</p>
		Other required information - section 200E Corporations Act	<p>The potential future value of Awards which may vest upon cessation of employment cannot currently be ascertained, as this benefit is dependent upon the number of Awards that vest at the time of cessation of employment, which will depend upon the portion of the performance period that has elapsed at the time employment ceases.</p> <p>The Board (excluding Mr Brydon) recommends that shareholders vote in favour of Item 6.</p>

Item 7

Adoption of Remuneration Report - non-binding advisory vote

As required by the *Corporations Act*, the Board is presenting the Company's Remuneration Report for the financial year ended 31 December 2016 to shareholders for consideration and adoption by a non-binding advisory vote.

The Remuneration Report is set out on pages 42 to 60 of the 2016 Annual Report.

The Remuneration Report discusses:

- > the remuneration policy adopted by the Board;
- > the remuneration details of Key Management Personnel (KMP) (comprising each Director and certain members of the senior executive team);
- > how the Company's performance has driven remuneration outcomes for the 2016 financial year; and
- > the performance conditions that must be met prior to KMP executives deriving any value from the 'at risk' components of their remuneration.

The vote on Item 7 to adopt the Remuneration Report relates to the Company's remuneration policy and outcomes for the 2016 financial year.

The substance of the Company's remuneration policy and approach for the 2016 financial year remains largely unchanged from the one that received endorsement in 2015. However, some changes have been made to the Company's remuneration policy and approach (as was set out in our 2015 Annual Report), including the introduction of a short term deferred element into our annual short term incentive program. For the 2016 year, 25% of the short term incentive has been deferred, increasing to 50% from 2017.

We have also prepared the Remuneration Report in line with our objective of transparency in explaining our remuneration framework and practices and the link between Company and individual performance and incentive remuneration outcomes.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, there will be a reasonable opportunity for discussion of the Remuneration Report at the meeting, and the Board will take into account this discussion and the outcome of the vote on this resolution when considering the future remuneration arrangements of the Company.

As a result of the provisions in the *Corporations Act* known generally as the 'two strikes rule', shareholders should note that the result of the vote on this resolution may impact the voting process at the Annual General Meeting next year.

If 25% or more of the votes cast on this resolution are against the adoption of the 2016 Remuneration Report, this will be considered the 'first strike'. If a 'second strike' is cast against the Remuneration Report at next year's Annual General Meeting, this will trigger a vote on a resolution to spill the Board. Consequently, the Directors may need to stand for re-election.

The Board, therefore, encourages shareholders to apply the same level of diligence in relation to voting on this resolution as they do with the binding resolutions.

The Board recommends that shareholders vote in favour of Item 7.

Item 8

Non-executive Director remuneration

The Board seeks shareholder approval for an increase of \$300,000 (23%) in the total annual remuneration pool for non-executive Directors to \$1,600,000 (inclusive of statutory entitlements) with effect from 1 January 2017. The remuneration pool does not include remuneration paid to Mr M Brydon, as he is an executive Director.

In accordance with ASX Listing Rule 10.17 and rule 7.3(a) of the Company's constitution, a proposed increase in the total remuneration pool for non-executive Directors requires shareholder approval. Fees paid to non-executive Directors are currently subject to a maximum pool of \$1,300,000 which was approved by shareholders at the 2013 Annual General Meeting.

The Board has appointed one new Director effective 22 March 2017 in accordance with its ongoing succession planning, leaving little headroom in the approved maximum pool to accommodate any increase in fees or appointment of additional Directors over the coming years.

Fees for non-executive Directors are set at a level to attract and retain high calibre Directors who have the necessary skills and experience to allow the Board to have a proper understanding of, and competence to deal with, issues pertaining to Adelaide Brighton's business. When setting fees, the Board also takes into account factors such as external market data, the size and complexity of the Company's operations and the workload and demands placed on the non-executive Directors as Board and Committee members.

Accordingly, the Board believes that the proposed increase to the remuneration pool of \$1,600,000 is appropriate to provide the Board with flexibility to continue to manage, as part of its ongoing succession planning, any further future changes in its membership and composition.

This increase will also give further flexibility by allowing future adjustments to the annual fees payable to non-executive Directors, where required, to ensure our Director fees are market competitive with those paid by comparable companies in order to attract and retain appropriately qualified Directors.

No non-executive Director has been issued securities within the past three years pursuant to a shareholder approval under ASX Listing Rules 10.11 or 10.14.

The Board recommends that shareholders vote in favour of Item 8.

Voting Information

Voting Entitlement

For the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at close of business on Tuesday 23 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Methods of Voting

Shareholders can vote in the following ways:

- > by attending the meeting and voting either in person, by attorney or, in the case of corporate shareholders, by corporate representative; or
- > by appointing a proxy to vote on their behalf using the form of appointment of proxy enclosed or online (refer below).

All your securities will be voted in accordance with your directions.

Voting by Proxy

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- > appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001 (Cth)*; and
- > provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received at least 48 hours before the meeting, the body corporate (through its representative) will not be permitted to act as a proxy.

A form of appointment of proxy is enclosed.

To be effective, the document appointing the proxy (and a certified copy of the power of attorney, if any, under which it is signed) must be received by the Company at least 48 hours before the meeting.

The documents should be lodged with the Company:

- > by delivery, or by mail, to the Company's registered office at
Level 1, 157 Grenfell Street
Adelaide, SA 5000; or
- > by facsimile to the Company on
(08) 8215 0030
(international +(618) 8215 0030).
- > **Vote online:** Shareholders can also cast their votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the proxy form. You will have taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- > **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed proxy form, an additional form of proxy is available on request from the Company.

A proxy may choose whether or not to vote on a show of hands or on a poll. If the proxy chooses to vote, the proxy must vote in accordance with the directions of a shareholder on the proxy form. If the proxy chooses not to vote on a poll, the Chairman of the Meeting must exercise the proxy in accordance with the directions of the shareholder on the proxy form (if any).

If a shareholder does not indicate on the proxy form the manner in which a proxy is to vote, then the proxy may vote as he thinks fit. Shareholders will be informed of the proxy position and the manner in which the Chairman of the Meeting intends to vote undirected proxies at the meeting (and which is also set out in the proxy form).

Corporate shareholders

A representative of a company attending the meeting must present satisfactory evidence of his or her appointment to attend on its behalf, unless previously lodged with the Company.

Annual Report

Adelaide Brighton Limited's 2016 Annual Report is available at:
www.adbri.com.au/investors#reports



Adelaide Brighton Ltd

ABN 15 007 596 018

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All communications to:

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Adelaide Brighton Ltd
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Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Adelaide Brighton Ltd
GPO Box 2155 Adelaide
South Australia 5001 Australia

Alternatively you can fax your form to
(within Australia) (08) 8215 0030
(outside Australia) +61 8 8215 0030

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1800 339 522
(outside Australia) +61 3 9415 4031

Proxy Form

 <p>Vote and view the annual report online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number:</p> <p>SRN/HIN:</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 10:00am (Adelaide time) Tuesday 23 May 2017**

How to vote on items of business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business in Step 2. If you mark more than one box on an item your vote will be invalid on that item.

If your proxy chooses to vote, then he/she must vote in accordance with your direction. If you have directed your proxy to vote, and they do not attend the meeting or choose to not vote on a poll, then the Chairman of the Meeting will vote your proxies in accordance with your directions (if any).

If you do not mark a box your proxy may vote as they choose on that item. However, note that if the Chairman of the Meeting is your proxy, he will vote your undirected proxy in accordance with the voting intentions set out in Step 2.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against, or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement of 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1.

Appointing a member of the key management personnel: If you appoint a member of the key management personnel (other than the Chairman of the Meeting) or a closely related party of such a person as your proxy, you must direct him/her how to vote on Items 6, 7 and 8 in Step 2 or your votes will not be counted.

A proxy need not be a securityholder of the Company.

Signing instructions for postal forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments and questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to vote on your behalf

I/We being a member/s of Adelaide Brighton Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adelaide Brighton Limited to be held at the Ballroom, Lower Level, InterContinental, North Terrace, Adelaide, 5000 on Thursday 25 May 2017 at 10.00 am (Adelaide time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 6, 7 and 8** (except where I/we have indicated a different voting intention below) even though **Items 6, 7 and 8** are connected with the remuneration of the Company's key management personnel, (which includes the Chairman).

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 6, 7 and 8** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Election of Mr Z Todorcevski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr LV Hosking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr KB Scott-Mackenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Ms AM Tansey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Awards to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Non-executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____