

Level 1  
157 Grenfell Street  
Adelaide SA 5000

GPO Box 2155  
Adelaide SA 5001



**Adelaide Brighton Ltd**  
ACN 007 596 018

Telephone (08) 8223 8000  
International +618 8223 8000  
Facsimile (08) 8215 0030  
[www.adbri.com.au](http://www.adbri.com.au)

3 June 2019

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

Dear Sir/Madam

**APPENDIX 3Y CHANGE OF DIRECTOR'S INTEREST NOTICE – RAYMOND BARRO**

Attached is an Appendix 3Y which is lodged in compliance with the Listing Rules.

The attached Appendix 3Y relates to an off market transfer of Adelaide Brighton Limited shares from Barro Group Pty Ltd to each of Churchbridge Pty Ltd, Cloverdew Pty Ltd, Rayonbridge Pty Ltd and Carltonbridge Pty Ltd. These companies, which did not previously hold any Adelaide Brighton Limited shares, are associates of Adelaide Brighton Limited's director Mr Raymond Barro.

Please note there is no change in the total number of Adelaide Brighton Limited shares held by Mr Barro, Barro Properties Pty Ltd and their associates.

Yours faithfully

**Marcus Clayton**  
Company Secretary

FOR FURTHER INFORMATION: MS LUBA ALEXANDER  
GROUP CORPORATE AFFAIRS ADVISER  
TELEPHONE 0418 535 636

# 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>	Raymond Barro
<b>Date of last notice</b>	14 September 2018

### 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>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Relevant interest in: (a) Dogidogi Pty Ltd ("Dogidogi") <Raymond Barro Family A/C> (b) David Barro Testamentary Trust ("the Trust") (c) Barro Properties Pty Limited ("Barro Properties")
<b>Date of change</b>	28 May 2019
<b>No. of securities held prior to change</b>	Total of 216,340,355 indirectly held as follows: (a) 487,121 – Dogidogi (b) 567,875 - the Trust, of which Raymond Barro is one of the Trustees. (c) 215,285,359 - Barro Properties, of which Raymond Barro has an interest in, both directly and indirectly in his capacity as one of the Trustees of the Trust. In addition: (d) Raymond Barro is an associate of Barro Group Pty Ltd ("Barro Group") which is the owner of 59,022,619 shares in ABL, Christabel investments Pty Ltd ("Christabel"), a subsidiary of Barro Group, is the owner of 163,772 shares in ABL and Ageflow Pty Ltd (Ageflow) which is the owner of 3,630,000 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because he is an associate of Barro Group, Christabel and Ageflow. (e) Belinda Barro is the owner of 21,583 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because Belinda Barro is his spouse. Raymond Barro does not have a relevant interest in these shares.
<b>Class</b>	Ordinary
<b>Number acquired</b>	<ul style="list-style-type: none"> <li>• 5,040,000 shares by Churchbridge Pty Ltd (Churchbridge) via off market transfer</li> <li>• 6,580,000 shares by Cloverdew Pty Ltd (Cloverdew) via off market transfer</li> <li>• 3,574,000 shares by Rayonbridge Pty Ltd (Ravonbridge) via off market transfer</li> <li>• 11,416,000 shares by Carltonbridge Pty Ltd (Carltonbridge) via off market transfer</li> </ul>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number disposed</b>	26,610,000 shares by Barro Group via off market transfer
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Transfer shares to repay internal loan account
<b>No. of securities held after change</b>	<p>Total of 216,340,355 indirectly held as follows:</p> <p>(a) 487,121 – Dogidogi.</p> <p>(b) 567,875 - the Trust, of which Raymond Barro is one of the Trustees.</p> <p>(c) 215,285,359 - Barro Properties, of which Raymond Barro has an interest in, both directly and indirectly in his capacity as one of the Trustees of the Trust.</p> <p>In addition:</p> <p>(d) Raymond Barro is an associate of:</p> <ol style="list-style-type: none"> <li>1. Barro Group which is the owner of 32,412,619 shares in ABL;</li> <li>2. Christabel, a subsidiary of Barro Group, is the owner of 163,772 shares in ABL;</li> <li>3. Ageflow, is the owner of 3,630,000 shares in ABL;</li> <li>4. Churchbridge, is the owner of 5,040,000 shares in ABL;</li> <li>5. Cloverdew, is the owner of 6,580,000 shares in ABL;</li> <li>6. Rayonbridge, is the owner of 3,574,000 shares in ABL; and</li> <li>7. Carltonbridge, is the owner of 11,416,000 shares in ABL.</li> </ol> <p>(e) Belinda Barro is the owner of 21,583 shares in ABL. In the interests of keeping the market fully informed, Raymond Barro has elected to disclose this information because Belinda Barro is his spouse. Raymond Barro does not have a relevant interest in these shares.</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>Off market transfer. The change relates to the transfer of 26,610,000 shares in Adelaide Brighton Ltd from Barro Group Pty Ltd to:</p> <p>Churchbridge – 5,040,000 shares          Cloverdew – 6,580,000 shares          Rayonbridge – 3,574,000 shares          Carltonbridge – 11,416,000 shares</p> <p>There is no change to the total number of shares in Adelaide Brighton Ltd owned by Raymond Barro, Barro Properties Pty Ltd and their associates.</p>

+ 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	NO
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

---

+ See chapter 19 for defined terms.