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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 – RHONDA 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 Ms Rhonda Barro.

Please note there is no change in the total number of Adelaide Brighton Limited shares held by Ms 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

Name of entity	Adelaide Brighton Ltd (ABL)
ABN	15 007 596 018

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	Rhonda Roberta Barro
Date of last notice	16 May 2019

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 and indirect interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>Relevant interest in: David Barro Testamentary Trust ("the Trust")</p> <p>In addition: Rhonda Barro is an associate of:</p> <ol style="list-style-type: none"> 1. Barro Properties Pty Ltd (Barro Properties) which is the owner of 215,285,359 shares in ABL; 2. Barro Group Pty Ltd (Barro Group) which is the owner of 59,022,619 shares in ABL; 3. Christabel Investments Pty Ltd (Christabel), a subsidiary of Barro Group, which is the owner of 163,722 shares in ABL; 4. Ageflow Pty Ltd (Ageflow), which is the owner of 3,630,000 shares in ABL.
Date of change	28 May 2019
No. of securities held prior to change	<p>Direct shares: 118,156 fully paid ordinary shares</p> <p>Indirect shares: 567,875 fully paid ordinary shares – the Trust, of which Rhonda Barro is one of the Trustees.</p> <p>In addition: Rhonda Barro is an associate of:</p> <ol style="list-style-type: none"> 1. Barro Properties Pty Ltd (Barro Properties) which is the owner of 215,285,359 shares in ABL; 2. Barro Group Pty Ltd (Barro Group) which is the owner of 59,022,619 shares in ABL; 3. Christabel Investments Pty Ltd (Christabel), a subsidiary of Barro Group, which is the owner of 163,722 shares in ABL; 4. Ageflow Pty Ltd (Ageflow), which is the owner of 3,630,000 shares in ABL.
Class	Ordinary

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Number acquired</p>	<ul style="list-style-type: none"> • 5,040,000 shares by Churchbridge Pty Ltd (Churchbridge) via off market transfer • 6,580,000 shares by Cloverdew Pty Ltd (Cloverdew) via off market transfer • 3,574,000 shares by Rayonbridge Pty Ltd (Rayonbridge) via off market transfer • 11,416,000 shares by Carltonbridge Pty Ltd (Carltonbridge) via off market transfer
<p>Number disposed</p>	<p>26,610,000 shares by Barro Group via off market transfer</p>
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Transfer shares to repay internal loan account</p>
<p>No. of securities held after change</p>	<p>Direct shares: 118,156 fully paid ordinary shares</p> <p>Indirect shares: 567,875 fully paid ordinary shares – the Trust, of which Rhonda Barro is one of the Trustees.</p> <p>In addition: Rhonda Barro is an associate of:</p> <ol style="list-style-type: none"> 1. Barro Properties which is the owner of 215,285,359 shares in ABL; 2. Barro Group which is the owner of 32,412,619 shares in ABL; 3. Christabel, a subsidiary of Barro Group which is the owner of 163,772 shares in ABL; 4. Ageflow, which is the owner of 3,630,000 shares in ABL; 5. Churchbridge, which is the owner of 5,040,000 shares in ABL; 6. Cloverdew, which is the owner of 6,580,000 shares in ABL; 7. Rayonbridge, which is the owner of 3,574,000 shares in ABL; and 8. Carltonbridge, which is the owner of 11,416,000 shares in ABL.
<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></p>	<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 Rhonda 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.

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

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

+ See chapter 19 for defined terms.