

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	Mark Peter Chellew
Date of last notice	20 May 2011

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Relevant interest in Trustee and Superannuation accounts
Date of change	16 May 2012, 17 May 2012, 21 May 2012 and 22 May 2012
No. of securities held prior to change	Ordinary shares: 10,888 direct; 437,478 indirect; Total direct and indirect shares held is 448,366 Awards: 1,800,000 direct
Class	Ordinary
Number acquired	536,220 ordinary shares on 16 May 2012 1,456,648 Awards granted pursuant to the resolution of members at the Company's Annual General Meeting held on 17 May 2012, subsequent Invitation and Application for Award
Number disposed	268,110 ordinary shares on 21 May 2012 268,110 ordinary shares on 22 May 2012 Total ordinary shares disposed 536,220

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>536,220 ordinary shares acquired on 16 May 2012 – value not applicable. Allocated pursuant to exercise of awards under the Adelaide Brighton Ltd Executive Performance Share Plan Tranche 1 of 2010 Award</p> <p>268,110 ordinary shares disposed on 21 May 2012 @ average price of \$2.838592 each 268,110 ordinary shares disposed on 22 May 2012 @ average price of \$2.903810 each</p> <p>Awards granted pursuant to the resolution of members at the Company's Annual General Meeting held on 17 May 2012, subsequent Invitation and Application for Award.</p>
<p>No. of securities held after change</p>	<p>Ordinary shares: 10,888 direct; 437,478 indirect; Total direct and indirect shares held is 448,366</p> <p>Awards: 2,656,648 direct</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Acquisition of ordinary shares: Allocation of securities pursuant to exercise of awards under the Adelaide Brighton Ltd Executive Performance Share Plan. (Exercisable portion of Tranche 1 of 2010 Award).</p> <p>Disposal of ordinary shares: On market trade</p> <p>Awards granted: pursuant to the resolution of members at the Company's Annual General Meeting held on 17 May 2012, 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.</p>	<p>N/A</p>
<p>Detail of contract</p>	<p>N/A</p>
<p>Nature of interest</p>	<p>N/A</p>
<p>Name of registered holder (if issued securities)</p>	<p>N/A</p>
<p>Date of change</p>	<p>N/A</p>
<p>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</p>	<p>N/A</p>
<p>Interest acquired</p>	<p>N/A</p>
<p>Interest disposed</p>	<p>N/A</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>N/A</p>
<p>Interest after change</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

+ See chapter 19 for defined terms.