ADELAIDE BRIGHTON LTD
AND ITS CONTROLLED ENTITIES
ABN 15 007 596 018

FINANCIAL REPORT
FOR THE 12 MONTH PERIOD
1 JANUARY 2012 TO 31 DECEMBER 2012

Adelaide Brighton Ltd registered office:

Level 1, 157 Grenfell Street, Adelaide SA 5000

Directors' report

The Directors present their report on the consolidated entity (the Group) consisting of Adelaide Brighton Ltd (the Company) and the entities it controlled at the end of, or during, the year ended 31 December 2012.

Directors

The Directors of the Company, at any time during or since the end of the financial year and up to the date of this report, are:

L V Hosking
R D Barro
G F Pettigrew
K B Scott-Mackenzie
A M Tansey
M P Chellew
C L Harris (retired 17 May 2012)

Principal activities

During the year the principal activities of the Group consisted of the manufacture and distribution of cement, and cementitious products, lime, premixed concrete, aggregates, sand and concrete products.

Review of operations

A summary of the financial results for the year ended 31 December 2012 is set out below:

	2012 $ million	2011 $ million
Revenue	**1,176.2**	1,100.4
Depreciation and Amortisation	**(65.2)**	(57.8)
Earnings before interest and tax ("EBIT")	**225.6**	223.4
Net interest	**(16.4)**	(17.0)
Profit before tax	**209.2**	206.4
Income tax expense	**(55.1)**	(58.0)
Net profit after tax	**154.1**	148.4
Attributable to:		
Members of Adelaide Brighton Ltd	**154.2**	148.4
Non-controlling interests	**(0.1)**	-
Basic earnings per share (cents)	**24.2**	23.3
Ordinary dividend per share (cents)	**16.5**	16.5
Franking (%)	**100%**	100%
Net debt	**312.3**	248.4
Net debt/equity (%)	**31.0%**	26.0%

2012 net profit after tax attributable to members of the Company increased 3.9% compared to the prior year to $154.2 million. Revenue of $1,176.2 million increased by 6.9% primarily due to stronger demand from resource and project work in South Australia, Western Australia and the Northern Territory which offset general weakness in both the residential and non-residential building sectors.

Earnings before interest and tax (EBIT) increased by 1.0% to $225.6 million. Higher energy costs, including the impact of the introduction of the price on carbon, a reduction in equity accounted contribution from joint ventures and a mix shift toward projects in regional areas, which include a low margin freight component, negatively impacted margins despite cost saving initiatives that delivered $8.5 million in benefits.

Profit before tax increased 1.4% to $209.2 million. Net interest decreased by 3.5% to $16.4 million as higher levels of capitalised interest, driven by major capital project expenditure, and lower interest rates offset the impact of higher levels of debt.

Cement

Cement sales increased from the prior year as demand from mining, resources and projects in South Australia, Western Australia and the Northern Territory more than offset weakness in the residential and non-residential sectors. Declining residential demand in Victoria led to lower cement sales in Victoria, while clinker sales were impacted by depressed market conditions in Queensland.

Cement average selling prices increased at slightly higher than inflationary levels, constrained by the high Australian dollar, with cost increases offsetting the benefits of higher selling prices. Energy costs increased by 8% including the $3 million after tax impact of the carbon tax. Cement margins were also impacted by the reduction in clinker production of approximately 80,000 tonnes at the Birkenhead plant in South Australia, as reliability issues resulted in longer maintenance shutdown periods than planned. This resulted in sales to Independent Cement and Lime being supplemented by imported product. The cost of imports and higher maintenance impacted pre-tax profits by approximately $6 million. Quality issues associated with alternative fuel, the cause of the deterioration in reliability, have been resolved and production has returned to normal.

Adelaide Brighton is Australia's largest importer of cement and clinker and has an unmatched network of import terminals that provide cost competitive access to all mainland capital city markets and regional north west Western Australia. Adelaide Brighton imports of cementitious products, including cement clinker, cement and blast furnace slag, were approximately 1.6 million tonnes in 2012.

The high Australian dollar had a favourable impact on import margins of $1 million compared to the prior year.

Lime

Lime sales volume increased by over 5% compared to 2011 due to robust demand from the alumina and gold sectors, as well as the resumption of operations at a major customer in the Northern Territory. Margins improved due to increased prices and efficiency improvements that alleviated rising input costs.

The performance of the recently installed bag house filter to kiln 6 at Munster has exceeded expectations for improvement to production capacity.

Concrete and Aggregates

Adverse weather in the first half of the year and weak demand in the eastern states, combined with the continued contraction in the residential, commercial and industrial sectors negatively impacting on concrete volumes. Aggregate volumes increased due to demand from the Pacific Highway upgrade and the full year benefit from acquisitions in 2011.

Price increases were achieved despite the difficult operating environment, with further announced prices rises effective in 2013.

Concrete Products

Soft demand in the eastern states, particularly housing and commercial sectors, resulted in depressed trading conditions across the masonry markets. Despite the difficult market, revenue increased 2.9% due to improved prices and isolated project work.

Structural changes were implemented within the business following a review of production capacity and key processes, lowering production and overhead costs. These savings were only partly realised within the current year.

Joint Ventures and Associates

Independent Cement and Lime (ICL) reported a decline in earnings as demand softened due to lower residential activity and completion of major infrastructure projects. ICL's market remains subdued and competitive pressures have restricted price increases, limiting the recovery of inflationary cost pressures.

Sunstate Cement reported lower earnings due to weakness in South East Queensland demand and a reduction in off-take from the joint ventures largest customer.

The Mawsons concrete and aggregates joint venture reported a decline in earnings. The reduction reflects a return to normal trading following the lift in volumes as a result of demand from reconstruction work of flood damaged infrastructure.

Adelaide Brighton acquired a 30% interest in Aalborg Portland Malaysia Sdn. Bhd. (APM) on 5 December 2012. APM is a white clinker manufacturer based in Ipoh, Malaysia. During December, the board of APM approved a US$18.6 million project to expand white clinker capacity from 180,000 to 300,000 tonnes per annum. Following this, APM record a $5.7 million tax benefit recognising that previously granted government investment allowances would be utilised to reduce future tax. Adelaide Brighton's share of this benefit totalled $1.7 million.

Operational results

Cash flow from operations increased by $35.2 million to $186.5 million due to effective working capital management and a decrease in income tax payments.

Overall working capital increased in line with sales growth, with inventory and trade and other receivables increasing by $10.8 million and $0.7 million respectively, while trade and other payables decreased $4.0 million. Capital expenditure of $149.3 million included:

- $28.7 million for the acquisition of a 30% interest in APM;
- $48.0 million on the upgrade of Birkenhead, including new cement mill and upgrade of ship loading facilities; and
- $20.5 million for the upgrade of Munster kiln 5 and 6 projects.

Net debt increased $63.9 million to $312.3 million, bringing net debt to equity gearing to 31.0%, which is within the Board's target range of 25% to 45%.

Dividends paid or declared by the Company
During the 2012 financial year, the following dividends were paid:

- A final dividend in respect of the year ended 31 December 2011 of 9.0 cents per share (fully franked) was paid on 10 April 2012. This dividend totalled $57,265,003.
- An interim dividend in respect of the year ended 31 December 2012 of 7.5 cents per share (fully franked) was paid on 8 October 2012. This dividend totalled $47,804,087.

Since the end of the financial year the Directors have approved the payment of a final dividend of 9.0 cents per share (fully franked) to be paid on 16 April 2013.

State of affairs
No significant changes occurred in the state of affairs of the Group during the financial year.

Events subsequent to the end of the financial year
As at the date of this report, no other matter or circumstance has arisen since 31 December 2012 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations
Likely developments in the operations of the Group, known at the date of this report, and the expected results of those operations, have been covered generally within the financial report.

Further information on likely developments in the operations of the Group and the expected results of operations in the future financial years have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

Environmental performance
The Group is subject to various Commonwealth, State and Territory laws concerning the environmental performance of Adelaide Brighton's operations.

The Group monitors environmental performance by site and business division, and information about the Group's performance is reported to and reviewed by the Group's senior management, the Board's Safety, Health & Environment Committee, and the Board.

The Company was selected by the Department of Climate Change and Energy Efficiency to be part of its 2012 audit program for compliance with the National Greenhouse Energy Reporting (NGER). The Company's 2010/11FY NGER report was audited by a party selected by the Department and an unqualified audit opinion was issued.

In 2012 the Group's quarrying activities received three penalty infringement notices, for $1,500 each, and two official cautions. In each case, rectification works or remedial action was taken.

Cockburn Cement Limited ("Cockburn") has an ongoing dialogue with the WA Department of Environment and Conservation ("DEC") concerning its Munster operations, and responds as required to investigations and requests for information. DEC has asserted non-compliance with Cockburn's environmental licence and alleged breaches of the *Environment Protection Act 1986* (WA). Consequently Cockburn is defending legal proceedings brought by DEC in the Magistrates Court of WA arising from the conduct of a contractor at Munster in 2010.

Cockburn issued a Marine Pollution Report to the WA Department of Transport over a fluid spillage at Woodman Point in December 2012, for which prompt responsive action was undertaken and no environmental impact was observed.

Director profiles

Director	Experience	Special responsibilities
Les Hosking Age 68	Independent non-executive Director since June 2003. Extensive 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 (NEMMCO). Director, AGL Energy Limited (appointed November 2008) and Australian Energy Market Operator Limited (appointed July 2009) and Carbon Market Institute Limited (appointed October 2010).	Appointed Chairman 17 May 2012 Member, Audit, Risk and Compliance Committee Member, Corporate Governance Committee Member, Nomination and Remuneration Committee Member, Independent Directors' Committee
Raymond Barro BBus, CPA, ACIS Age 51	Non-executive Director since August 2008. Over 23 years experience in the premixed concrete and construction materials industry. Managing Director of Barro Group Pty Ltd.	Member, Safety, Health and Environment Committee
Graeme Pettigrew FIPA, FAIM, FAICD Age 64	Independent non-executive Director since August 2004. Extensive experience in the building materials industry and former Chief Executive Officer of CSR Building Products and broad management experience gained in South East Asia and the United Kingdom through former positions as Managing Director of Chubb Australia Limited and Wormald Security Australia Pty Ltd. Director, Bisalloy Steel Group Ltd (appointed April 2006), Capral Ltd (appointed June 2010) and Holocentric Pty Ltd (appointed 18 September 2012). Former Director, Knauf Plasterboard Pty Limited (formerly Lafarge Plasterboard Pty Ltd) (appointed June 2005 and resigned November 2012)	Chairman, Audit, Risk and Compliance Committee Member, Independent Directors' Committee Member, Nomination and Remuneration Committee Member, Safety, Health and Environment Committee
Ken Scott-Mackenzie BE(Mining), Dip Law Age 62	Independent non-executive Director since July 2010. Mining Engineer with over 37 years experience in infrastructure, construction and mining services gained in Australia and South Africa, as well as extensive experience in financial, legal and commercial aspects of projects. Chairman, Macmahon Holdings Limited (appointed Chairman in November 2009 and a Director in May 2009). Former Chairman, Murchison Metals Ltd (appointed Chairman in July 2011 and a Director in May 2011. Resigned November 2012).	Chairman, Safety, Health and Environment Committee Member, Nomination and Remuneration Committee Member, Independent Directors' Committee
Arlene Tansey FAICD, MBA, JD, BBA Age 55	Independent non-executive Director since April 2011. Extensive experience 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. Director, Pacific Brands Limited (appointed March 2010) and Lend Lease Funds Management Limited (appointed October 2010), Lend Lease Real Estate Investments Limited (appointed October 2010) and	Chairman, Nomination and Remuneration Committee Chairman, Corporate Governance Committee Member, Audit, Risk and Compliance Committee

Director	Experience	Special responsibilities
	Primary Health Care Ltd (appointed August 2012). External Member, Serco Asia Pacific Advisory Board. Former Director, Police Citizens Youth Clubs (formerly Police and Youth Clubs NSW Ltd) (appointed June 2004 and resigned in July 2012).	
Mark Chellew BSc, ME, Grad Diploma Mgt Age 56	Managing Director since September 2001. Mechanical Engineer with over 31 years experience in the heavy building materials and related industries gained in Australia and the United Kingdom. Previously held the position of Managing Director of Blue Circle Cement in the United Kingdom and senior management positions within the CSR group of companies in Australia and the United Kingdom. Director, Transpacific Industries Group Ltd (appointed 1 March 2013).	Member, Independent Directors' Committee

Directors' meetings

The number of Directors' meetings and meetings of committees of Directors held during the financial year and the number of meetings attended by each Director is as follows:

Director	Board Meetings		Audit, Risk and Compliance Committee		Nomination and Remuneration Committee		Corporate Governance Committee		Independent Directors' Committee		SH&E Committee	
	A	**H**	**A**	**H**	**A**	**H**	**A**	**H**	**A**	**H**	**A**	**H**
L V Hosking	7	7	4	4	4	4	3	3	0	0		
R Barro	7	7									2	2
G F Pettigrew	7	7	4	4	4	4			0	0	2	2
K B Scott-Mackenzie	7	7			4	4			0	0	2	2
A M Tansey	7	7	4	4			3	3				
M P Chellew	7	7							0	0		
C L Harris[1]	4	4	2	2	3	3	1	1	0	0		

A Number of meetings attended
H Number of meetings held during period of office
[1] C L Harris retired on 17 May 2012

Throughout 2012, the general business of the Corporate Governance Committee was dealt with at the Company's Board Meetings and no separate committee meetings were held.

Particulars of the Company's corporate governance practices, including the roles of each Board Committee, are set out on pages 23 to 32 of this report.

Directors' interests

The relevant interest of each Director in the share capital of the Company at the date of this report is as follows:

	Ordinary shares
L V Hosking	4,739
R D Barro	193,307,036
G F Pettigrew	7,739
K B Scott-Mackenzie	5,000
A M Tansey	5,000
M P Chellew	448,366

Full details of the interests in share capital of Directors of the Company are disclosed in Note 31 to the Financial Statements on pages 80 to 81 of this report. Full details of the interests in Awards of Directors of the Company are set out in the Remuneration Report on pages 8 to 22 of this report.

Director and executive remuneration

Details of the Company's remuneration policies and the nature and amount of the remuneration of the Directors and certain senior executives are set out in the Remuneration Report on pages 8 to 22 of this report.

Company Secretaries

The Company's principal Company Secretary is Marcus Clayton, who has been employed by the Company in the two separate offices of General Counsel and Company Secretary since 24 February 2003. He is a legal practitioner admitted in South Australia with 24 years experience.

Two other employees of the Company also hold the office of Company Secretary to assist with secretarial duties should the principal Company Secretary be absent: the Company's Chief Financial Officer, Michael Kelly, a Certified Practising Accountant who has been a Company Secretary since 23 November 2010 and the Group's Corporate Affairs Adviser, Luba Alexander, who has been a Company Secretary since 22 March 2001.

Indemnification and insurance of officers

Rule 9 of the Company's constitution provides that the Company indemnifies each person who is or who has been an "officer" of the Company on a full indemnity basis and to the full extent permitted by law, against liabilities incurred by that person in their capacity as an officer of the Company or of a related body corporate.

Rule 9.1 of the constitution defines "officers" to mean:

- Each person who is or has been a Director, alternate Director or executive officer of the Company or of a related body corporate of the Company who in that capacity is or was a nominee of the Company; and
- Such other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine.

Additionally the Company has entered into Deeds of Access, Indemnity and Insurance with all Directors of the Company, its wholly owned subsidiaries, and nominee Directors on the Board of Independent Cement & Lime Pty Ltd. These deeds provide for indemnification on a full indemnity basis and to the full extent permitted by law against all losses or liabilities incurred by the person as an officer of the relevant Company. The indemnity is a continuing obligation and is enforceable by an officer even if he or she has ceased to be an officer of the relevant Company or its related bodies corporate.

The Company was not liable during 2012 under such indemnities.

Rule 9.5 of the constitution provides that the Company may purchase and maintain insurance or pay or agree to pay a premium for insurance for "officers" (as defined in the constitution) against liabilities incurred by the officer in his or her capacity as an officer of the Company or of a related body corporate, including liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

During the year the Company paid the premiums in respect of Directors' and Officers' Liability Insurance to cover the Directors and Secretaries of the Company and its subsidiaries, and the General Managers of each of the divisions of the Group, for the period 1 May 2012 to 30 April 2013. Due to confidentiality obligations under that policy, the premium payable and further details in respect of the nature of the liabilities insured against cannot be disclosed.

Proceedings on behalf of the Company

No person has applied for leave of the Court to bring proceedings on behalf of the Company or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's experience and expertise with the Company and the Group are important.

Details of the amounts paid or payable to PricewaterhouseCoopers for audit and non-audit services provided during the year are set out in Note 32 to the Financial Statements on page 82 of this report.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit, Risk and Compliance Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- All non-audit services have been reviewed by the Audit, Risk and Compliance Committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 91.

Rounding off

The Company is of a kind referred to in ASIC Class Order 98/100 relating to the "rounding off" of amounts in the Directors' report. In accordance with that Class Order, amounts in the financial report and Directors' report have been rounded off to the nearest one hundred thousand dollars, unless otherwise stated.

Shares under option

The details of shares under option at the date of this report are set out in notes 30 and 31.

Registered Office

The registered office of the Company is 157 Grenfell Street, Adelaide, SA 5000.

Dated 7 March 2013

Signed in accordance with a resolution of the Directors

Mark Chellew
Managing Director

Remuneration Report

The Remuneration Report is set out under the following main headings:

Introduction – 2012 overview

Section 1 – Policy and structure of executive remuneration

Section 2 – Group performance 2012

Section 3 – Managing Director and senior executive remuneration

Section 4 – Non-executive Directors' fees

Introduction: 2012 overview

The Directors of Adelaide Brighton Limited present the Remuneration Report for Adelaide Brighton Limited (the Company) and the Group for the year ended 31 December 2012 in accordance with section 300A of the *Corporations Act.* This Remuneration Report, which forms part of the Directors' Report, has been audited by PricewaterhouseCoopers.

This report sets out remuneration information for key management personnel, which encompasses the non-executive Directors, the Managing Director (and CEO) and members of the senior executive team, and explains how the Group's performance for the 2012 financial year has driven remuneration outcomes for senior executives.

Summary of remuneration matters in 2012

The Nomination and Remuneration Committee has taken time this year to engage with and listen to a range of our shareholders on remuneration matters. We have sought to simplify the Remuneration Report disclosures again this year to help shareholders understand our remuneration policies and practices and to more clearly show the alignment between executive reward and Company performance.

The Board seeks to appropriately motivate, reward and retain our senior executive team in the context of the broader community sentiment regarding executive pay. In this context, the Board's current remuneration policies and practice reflect the fact that our executive team has been very stable over a long period and that the team has delivered very strong results for shareholders over an extended period.

We believe that our remuneration practices represent a balance that has kept our successful executive team together and provided rewards for those executives over a number of years reflecting their performance in strategically growing revenue and profit which has resulted in strong growth in total shareholder return. The Company's Total Shareholder Return (TSR) performance has placed the Company in the top quartile of the S&P/ASX200 over the period in which Mr Chellew has been Managing Director. The Board believes that the Managing Director's total remuneration reflects his and the Group's outstanding long term performance, particularly in challenging market conditions over the past three years.

A summary of the key remuneration outcomes for the 2012 financial year and certain other changes approved by the Board is set out below.

Fixed remuneration	Following a two year freeze on fixed remuneration for the Managing Director during 2010 and 2011, the Nomination and Remuneration Committee reviewed the fixed remuneration of the Managing Director and the senior executives. Effective 1 January 2012, the Managing Director's fixed remuneration was increased by 12% to \$1,680,000. While the Board recognises that this is a sizeable increase, it came after a two year freeze on his remuneration, is reflective of his outstanding performance record over the previous 10 years and places the Managing Director at the 75th percentile of his peer group.
Short Term Incentive (STI)	As in previous years, the annual short term incentive comprised 80% financial targets and 20% functional targets in 2012. As a result of generating a solid profit, which was above 110% of budget, in an unpredictable economic environment, the financial target was met at Tier 4, resulting in STI opportunities for the Managing Director and senior executives of 100% and 80% respectively. Functional targets for the Managing Director and senior executives were met at between 65% and 89% for the year.
Long Term Incentive (LTI)	As foreshadowed last year, as part of the transition to making annual grants under the Executive Performance Share Plan with a single four year performance period, a transitional Award was made under the Plan in 2012. This comprised two tranches, one eligible to vest in 2015 and the other in 2016, both vesting subject to achieving relative total shareholder return and earnings per share growth targets. Awards have previously been granted in batches comprising three tranches. During 2012, Tranche 1 of the 2010 Awards were tested in May 2012. These vested at 99.3%, having exceeded the 75th percentile against the relative total shareholder return performance condition and

	having just missed maximum vesting against the annual growth in EPS target of 7.9% per annum (actual EPS growth over the performance period was 7.8%).
Non-executive Directors	The fees payable to non-executive directors for the 2012 financial year increased from $890,719 to $906,572, within the maximum aggregate amount of $1,100,000 per annum approved by shareholders at the 2010 Annual General Meeting.

Overview of remuneration components

An overview of the components of remuneration for Directors and senior executives is set out below:

	Remuneration component	Directors		Senior executives	Discussion in Remuneration Report
		Non-executive	Executive		
Fixed remuneration	Fees	✓	×	×	Pages 22
	Salary	×	✓	✓	Pages 14, 21
At-risk remuneration	Short term incentive	×	✓	✓	Pages 14 - 16
	Long term incentive	×	✓	✓	Pages 16 - 19
Post-employment	Superannuation	✓	✓	✓	Pages 21 - 22
	Notice periods & termination payments	×	✓	✓	Pages 19 - 20

Key activities during 2012 and outcomes for 2013

- **Senior executive remuneration** — During the latter part of 2012, the Nomination and Remuneration Committee undertook a review of senior executive remuneration (including the Managing Director's remuneration) and has approved a modest 3.5% increase to the fixed remuneration of all senior executives which became effective on 1 January 2013.
- **Managing Director remuneration** — Following the review of the Managing Director's total remuneration, the Board has determined that the Managing Director's fixed remuneration for 2013 also be increased by 3.5% (to $1,738,800 per annum).
- **LTI** — As previously disclosed, following a comprehensive review of the structure of the LTI Plan in 2011, the Board decided to transition from its practice of making a grant of three year's worth of LTI Awards to senior executives every three years, to annual grants of Awards over a performance period of 4 years from 2013. The transitional 2012 Award (granted in May 2012) was considered necessary to achieve continuity in the Company's LTI Plan following expiry of the last tranche of the 2010 Award in 2014, while moving to a schedule under which annual grants of Awards are made 4 years before they are tested. The 2013 Award will be first annual grant made to senior executives, in May 2013 – subject to a single 4 year performance period, and with testing and vesting in May 2017. Shareholder approval will be sought at the 2013 Annual General Meeting for LTI Awards proposed to be granted to the Managing Director in May 2013.
- **Non-executive Director remuneration** — The Nomination and Remuneration Committee reviewed the level of fees for membership of the Board and of the Board's committees during 2012. The Board has approved a 3.5% increase to the level of these fees effective from 1 January 2013, to be in line with market median rates.

As the above outcomes do not form part of the remuneration of executives in 2012, further details will be reported in next year's Remuneration Report for the 2013 financial year.

Section 1 – Policy and structure of executive remuneration

1.1 Executive remuneration policy and objectives

The Company's remuneration strategy and policy are set by the Board and overseen by the Nomination and Remuneration Committee.

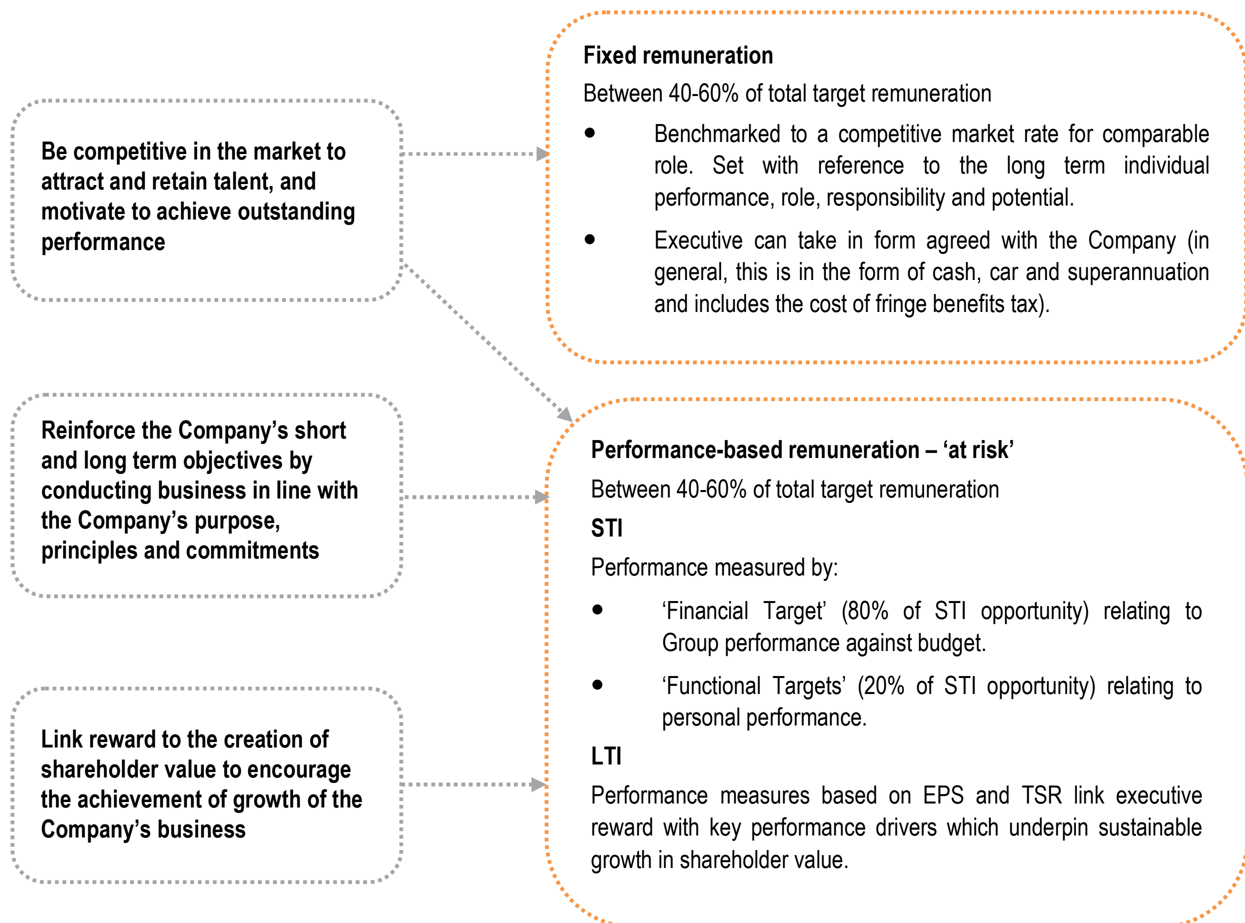
In determining the executive remuneration framework, the Board has adopted a policy that aims to:

- be competitive in the markets in which the Group operates in order to attract, motivate and retain a highly capable executive team (and each individual's remuneration is set with reference to the degree of individual performance, role, responsibility and future potential within the Group);
- drive leadership performance and behaviours that reinforce the Group's short and long term strategic objectives;
- provide a common interest between executives and shareholders by linking the rewards that accrue to executives to the creation of value for shareholders;
- have regard to market practice and market conditions; and
- provide transparency and clarity on what is paid, to whom and on what basis remuneration has been paid.

The remuneration policy seeks to support the Group's objective to be perceived as "an employer of choice" by:

- offering remuneration levels which are competitive relative to those offered by comparable employers; and
- providing strong and transparent links between individual and Group performance and rewards.

The Board aims to achieve a balance between fixed and performance related (or 'at-risk') components of remuneration for each role and seniority level. The diagram below shows the policy implementation and remuneration arrangements as they apply to executives:



1.2 Responsibility for setting remuneration

The Nomination and Remuneration Committee is responsible for reviewing and making recommendations to the Board on Director and executive remuneration policy and structure.

The Board, based on the recommendations of the Nomination and Remuneration Committee, establishes the remuneration of the Managing Director, including his participation in the short term and long term incentive schemes.

The Nomination and Remuneration Committee, based on the recommendations of the Managing Director, approves the remuneration of senior executives reporting to the Managing Director, including their participation in both short term and long term incentive schemes.

The Nomination and Remuneration Committee follows protocols around the engagement and use of external remuneration consultants to ensure on-going compliance with executive remuneration legislation. This is to ensure that any remuneration recommendation from an external consultant is free from the undue influence by any member of the Company's key management personnel to whom it relates.

In 2012, the Committee undertook an internal review of the remuneration of senior executives and non-executive Directors, and also engaged jws consulting to provide independent governance and legal advice in relation to senior executive remuneration.

Section 2 - Group performance 2012

2.1 The link between performance and the long term incentive (LTI)

The Company's long term incentive arrangements for the Managing Director and senior executives (described in section 3.4 below) are judged against two performance measures – total shareholder return (TSR) and earnings per share (EPS). The Board believes these performance conditions align executive rewards with the long term creation of shareholder wealth, through which senior executives focus on medium to longer term strategic decision making.

TSR measures the change in shareholder wealth over time – being the dividends paid by the Company, changes in share price and any return of capital over the relevant period.

EPS divides earnings by the number of shares on issue (which includes the effect of capital raisings).

The table below shows details of dividends paid, the closing price of Adelaide Brighton shares on 31 December in each of the past four years and details of operating cash flow.

Shareholders' wealth improvement from year 2009 to year 2012

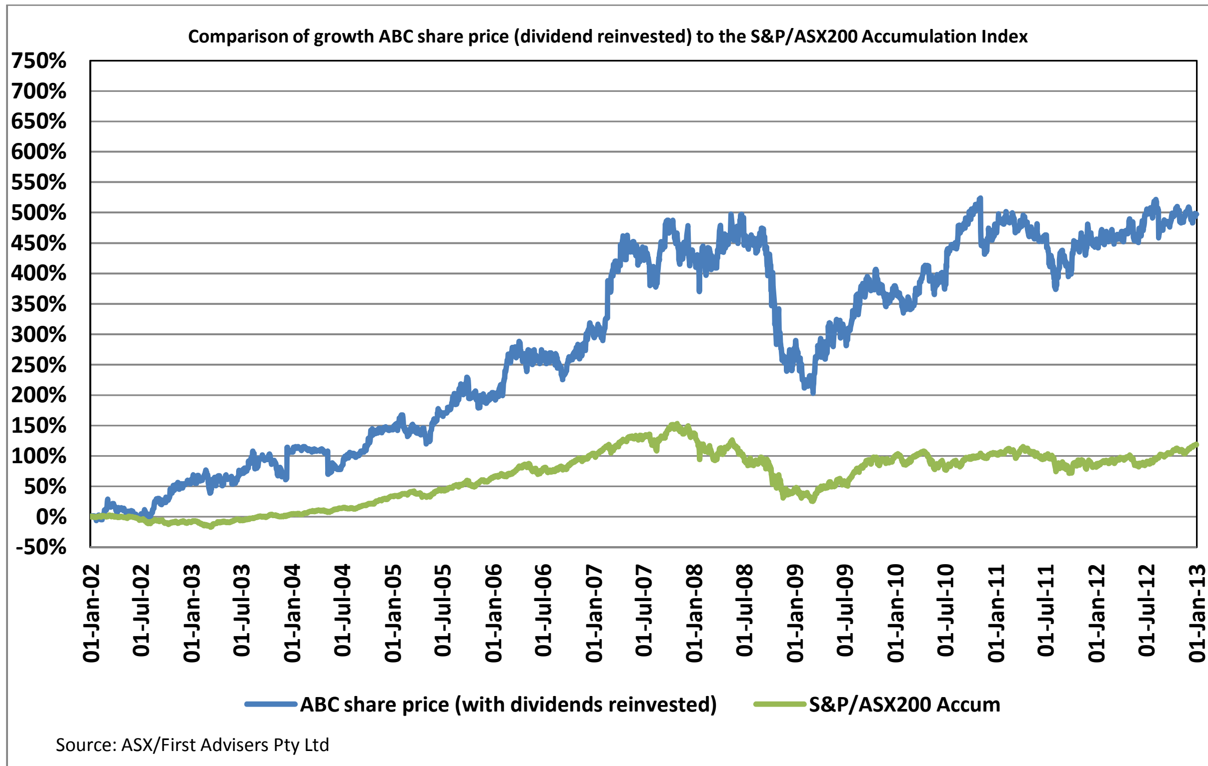
Financial year ended 31 December	2012	2011	2010	2009
Closing share price ($ as at 31 December)	3.12	2.89	3.30	2.75
Total dividends per share (cents)	16.5	16.5	21.5	13.5
Franked dividends	100%	100%	100%	100%
Operating cash flow	$186.5m	$151.3m	$188.5m	$188.1m
Earning per share – EPS (cents)	24.2	23.3	23.9	20.4

As can be seen from the table above, the Company has:

- Generated an average annual increase in EPS of 5.9% since 2009; and
- Maintained a strong dividend payout ratio to profit earned.

Tranche 1 of the 2010 Awards granted to senior executives was measured at 99.3% based on performance against the applicable TSR and EPS performance conditions measured over period commencing 1 January 2010 and ending on 31 December 2011.

Looking at the Company's long term performance, the graph below shows the performance of Adelaide Brighton's share price, with dividends reinvested, versus the S&P/ASX200 Accumulation Index from 1 January 2002 to 31 December 2012. The Adelaide Brighton share price has outperformed S&P/ASX200 Accumulation Index, reflecting the strength of its core markets in the resources and construction materials sectors and the success of the Group's strategy.



2.2 The link between annual earnings and the short term incentive (STI)

In 2012, Adelaide Brighton reported record sales revenue growth, an increase in earnings before interest and tax (EBIT) and net profit after tax (NPAT) as demand from projects offset weakness in the residential sector.

The Group's profit before tax (PBT) for 2012 was $209.2 million. The Managing Director and senior executives satisfied the Financial Component of the performance conditions applicable to the 2012 STI as the Group achieved above 110% of budgeted PBT after exceptional, abnormal and extraordinary items (no adjustment for exceptional, abnormal and extraordinary items was made in 2012). Tier 4 of the STI was reached, resulting in an STI opportunity equal to 80% of fixed remuneration for senior executives and 100% of fixed remuneration for the Managing Director.

In accordance with the STI program detailed further in section 3.3 below, 80% of the maximum STI opportunities were payable based on the achievement of Financial Targets and 20% of the maximum Functional Target opportunities were determined on each individual's success in achieving personal targets. The achievement of these personal targets by the individuals varied between 65% and 89% of the Functional Targets.

The table below sets out the Group's performance over a number of key performance indicators – sales revenue, earnings before interest and tax (EBIT), EBIT Margin, profit before tax (PBT) and net profit after tax (NPAT) – over the past four financial years.

Earnings improvement from 2009 to 2012

Financial year ended 31 December	2012	2011	2010	2009
Sales revenue - $ million	1,176.2	1,100.4	1,072.9	987.2
Earnings before interest and tax (EBIT) - $ million	225.6	223.4	216.2	185.3
EBIT margin - %	19.2%	20.3%	20.2%	18.8%
Profit before tax (PBT) - $ million	209.2	206.4	202.2	168.6
Net profit after tax (NPAT) - $ million	154.1	148.4	151.5	123.1

The Group's committed executive team, has overseen a consistent strategy over the four year period shown in the table above, have delivered strong results over the past four years:

- an improvement in EBIT from $185.3 million in 2009 to $225.6 million in 2012, a 21.7% increase;
- PBT increase from $168.6 million in 2009 to $209.2 million in 2012, a 24.1% increase; and
- an increase in NPAT from $123.1 million in 2009 to $154.1 million in 2012, a 25.2% increase.

As a result of securing long term customer contracts, supply contracts for clinker and the successful implementation of the Company's capital expenditure program, management is confident that the Group is strategically well positioned to continue to maximise shareholder returns.

Section 3 - Managing Director and senior executive remuneration

The following remuneration information is provided for the Managing Director and members of the senior executive team on the basis that these executives had the authority and responsibility for planning, directing and controlling the activities of the Company and the Group during the 2012 financial year. These individuals are the key management personnel (KMP) for the 2012 financial year.

Executives	Position
Managing Director	
M P Chellew	Managing Director and CEO
Senior executives	
G Agriogiannis	Executive General Manager, Concrete and Aggregates
M Brydon	Executive General Manager, Cement and Lime
M R D Clayton	General Counsel and Company Secretary
M Kelly	Chief Financial Officer
S B Rogers	Executive General Manager, Concrete Products
S J Toppenberg	Executive General Manger, Human Resources

3.1 Components of executive remuneration

The executive remuneration framework for the Managing Director and all senior executives consists of the following components:

- ***Fixed remuneration*** – guaranteed base salary (inclusive of superannuation) expressed as a dollar amount that the executive may take in a form agreed with the Company.
- ***Performance based remuneration*** – incentive or 'at-risk' components which comprise an annual short term incentive and long term incentives, awarded at set levels for target or stretch (outstanding) performance.

3.2 Fixed remuneration

The amount of fixed remuneration for an individual executive is set with regard to the size and nature of an executive role, the long term performance of an individual and his or her future potential within the Group. Executives may elect to have a combination of benefits provided out of their fixed remuneration, including cash, additional superannuation and the provision of a motor vehicle. The fixed remuneration of the Managing Director and senior executives for 2012 is outlined in section 3.6.

Fixed remuneration is reviewed annually under normal circumstances, as provided under the Service Agreements for executives. Fixed remuneration is benchmarked against comparable roles within comparable companies.

The Board notes that Mr Chellew's fixed remuneration has been set above the median of his ASX peers. This is in accordance with the Company's remuneration policy (detailed in section 1.1) on the basis that the Company and its shareholders have enjoyed outstanding returns over the period Mr Chellew has been Managing Director.

3.3 At-risk remuneration - Short Term Incentive (STI)

3.3.1 Summary of STI program

What is the STI and who participates?

The STI program links specific annual performance targets (predominantly financial) with the opportunity to earn cash incentives based on a percentage of fixed remuneration.

Participation in the STI is generally offered to the Managing Director and senior executives who are able to have a direct impact on the Group's performance against the relevant performance hurdles.

What is the maximum amount the executive can earn?

Maximum STI opportunity

2012 Group performance against budget		% of fixed remuneration	
		Managing Director	**Senior executives**
Initial Target (Tier 1)	90% - 99%	12%	10%
Target (Tier 2)	100%	60%	50%
Partial Stretch (Tier 3)	101% - 109%	64% - 96%	53% - 77%
Stretch (Tier 4)	110% or greater	100%	80%

How are performance criteria set?

The performance criteria are set by the Board and agreed with the executive, in general, by the end of February in each year.

What were the performance conditions for the

For the 2012 financial year, the performance conditions comprised a mix of financial and non-financial performance measures:

2012 STI program?	(1) 80% is tested on the Group's performance against budget (Financial Target); and (2) 20% is tested on both the Group's performance against its budget and the senior executive/Managing Director meeting personal targets agreed with the Managing Director/Board (Functional Targets). Accordingly, the cash bonus is dependent on both the Group's performance and the individual's performance.
Why were these performance conditions chosen?	The key financial measure used is Profit Before Tax, which the Board believes is an appropriate annual performance target, aligned to Group budget. Profit Before Tax (PBT) is defined for STI purposes as net profit after interest but before income tax expense which may be adjusted for exceptional, abnormal, extraordinary items and the effect of acquisitions made during the financial period. A percentage of the executive's 2012 STI is also subject to additional personal (functional) performance hurdles appropriate to each executive's role.
What are personal or functional performance hurdles?	Personal or Functional (performance) Targets for each financial year are agreed with the Managing Director and the senior executives, and are set to drive leadership performance and behaviours consistent with achieving the Group's objectives. These include the development and execution of strategic plans, investigations and implementation of value adding growth options (including acquisitions and organic growth initiatives), safety performance, succession planning, individual business unit profit targets, negotiation of certain significant long term and short term customer and supply contracts, compliance with regulatory authorities' requirements and other specific personal or functional performance objectives which align the interests of Company executives and shareholders. Further details of the achievement of these performance targets by senior executives in 2012 are set out in section 3.3.2 below.
How is performance against the performance conditions assessed?	In respect of the Financial Targets, the Board reviews the budgeted targets for the year, focusing on the PBT financial measure, and assesses the degree to which the Group met these targets. Where applicable, abnormal, extraordinary or unanticipated factors, which may have affected the Group's performance during the year, are considered and where necessary, the Group's performance is adjusted for the purposes of assessing performance against the target. The Board also considers the Nomination and Remuneration Committee's assessment of the Managing Director's performance against the agreed Functional Targets, and that of the senior executives (based on the recommendation of the Managing Director).
When is performance against criteria determined and the cash award paid?	Assessment of performance against the performance hurdles for the relevant year is determined at the first meeting of the Nomination and Remuneration Committee and the Board subsequent to the balance date, in conjunction with finalisation of the Group's full year results (generally in February), and is normally paid to the executive by March.
What happens to the STI award on cessation of employment?	In general, where an executive's employment is terminated by the Company (other than for cause) during the course of a performance year, the executive is entitled to a pro-rata STI for that proportion of the current financial year elapsed on the termination date. In general, where an executive's employment ceases by reason of resignation, any STI opportunity lapses.

3.3.2 2012 STI outcomes

As indicated in section 2.2, the Financial Target component of the STI, comprising 80% of the opportunity is assessed against the Group's PBT, which at $209.2 million, achieved above 110% of budget. The remaining 20% of the STI opportunity which is assessed against Functional Targets were determined on each individual's success in achieving personal targets. During 2012, the senior executives accomplished a number of objectives and projects which contributed to the Group's performance in 2012 and which will reinforce future performance. These include:

- significant enhancement in safety performance across the Group's business divisions;
- negotiating and executing cement and lime supply arrangements with major customers in South Australia and Western Australia;
- concluding negotiations and executing contracts with the Company's Independent Cement & Lime joint venture for cement supply arrangements in New South Wales and Victoria;
- developing relationships leading to the Group executing agreements securing new long term commitments for the Group's imports of clinker, which underwrite the Group's import strategy;
- successful commissioning of a number of capital works in the Group's Cement and Lime Division resulting in improved efficiency, sustainability, environmental and operational performance, including the Munster Kiln 6 Bag House Filter and

Cooler Bag, and resulting in enhanced product offerings, including the Cement Mill 7 at Birkenhead and the slag blending facility at Darwin;

- extension of approvals for the Austen Quarry; and
- successful, low cost implementation of SAP in the Group's Concrete and Aggregates Division.

These accomplishments contributed to individuals achieving their personal targets, which varied between 65% and 89% of the Functional Targets.

Overall, the achievement of the Financial and Functional Targets resulted in the STI opportunity being awarded at Tier 4 of the STI.

Specific information relating to the percentage of the 2012 and 2011 STI which was paid and the percentage that was forfeited for the Managing Director and senior executives of the Company and Group is set out in the table below.

STI for the 2012 and 2011 financial years

Managing Director & senior executives[5]	Year	STI opportunity as % of fixed remuneration[1] %	Actual STI as a % of STI opportunity[1] %	% of STI opportunity[1] payment not achieved[2] %	Actual STI payment[3] $
M P Chellew	**2012**	**100**	**97.7**	**2.3**	**1,641,360**
	2011	96	98.6	1.4	1,419,840
G Agriogiannis[4]	**2012**	**80**	**93.0**	**7.0**	**340,752**
	2011	77	96.4	3.6	163,302
M Brydon	**2012**	**80**	**97.1**	**2.9**	**714,656**
	2011	77	98.2	1.8	571,642
M R D Clayton	**2012**	**80**	**97.8**	**2.2**	**367,728**
	2011	77	98.8	1.2	338,919
M Kelly	**2012**	**80**	**97.7**	**2.3**	**511,948**
	2011	77	98.5	1.5	467,205
S B Rogers	**2012**	**80**	**93.8**	**6.2**	**341,057**
	2011	77	92.2	7.8	310,102
S J Toppenberg	**2012**	**80**	**97.4**	**2.6**	**312,070**
	2011	77	97.8	2.2	289,928

1 STI opportunity for 2012 is based on Tier 4 stretch (2011 Target STI was at partial stretch STI Tier 3).

2 Where the actual STI payment is less than maximum potential, the difference is forfeited and does not become payable in subsequent years.

3 2012 and 2011 STI constituted a cash bonus granted during 2012 and 2011 respectively. The 2012 STI was determined in conjunction with the finalisation of 2012 results and paid in February 2013. Similarly, the 2011 STI was determined in conjunction with the finalisation of 2011 results and paid in February 2012.

4 G Agriogiannis commenced employment on 27 June 2011.

5 M A Finney ceased employment effective 9 May 2011 and did not receive a 2011 STI payment.

3.4 At-risk remuneration - Long Term Incentive (LTI)

3.4.1 Summary of the Executive Performance Share Plan

What is the Plan and who participates?

The Group's LTI arrangements are designed to link executive reward with sustainable growth in shareholder value.

The Plan provides for grants of Awards to eligible executives, each Award being an entitlement to a fully paid ordinary share in Adelaide Brighton Ltd, subject to the satisfaction of performance conditions, on terms and conditions determined by the Board.

Participation in the Plan is generally offered to the Managing Director and executives who are able to influence the generation of shareholder wealth and thus have a direct impact on the Group's performance against the relevant performance hurdles.

The current Awards that have been issued under the Plan are the "2010 Awards" and "2012 Awards". The Board intends to make a grant as the "2013 Awards'' in May 2013.

What are the performance conditions and why were they chosen?

Awards are measured against a TSR performance condition (as to 50% of each Award) and an EPS performance condition (as to the other 50%).

The Board considers these performance conditions to be appropriate because they ensure that a proportion of each executive's remuneration is linked to the generation of profits (expressed on a per share basis) and shareholder value.

	In particular, the use of a relative TSR based hurdle: • ensures alignment between comparative shareholder return and reward for the executive; and • provides a relative, external market performance measure, having regard to those companies with which the Group competes for capital, customers and talent. An absolute EPS growth based hurdle: • links executive reward to a fundamental indicator of financial performance; and • links directly to the Group's long term objectives of maintaining and improving earnings. The use of dual performance measures combines a strong external market based focus through share price growth and dividends (TSR), and a non-market based measure aimed at driving improved Company results and the creation of shareholder wealth (EPS).
What happens on the exercise of Awards?	Awards become exercisable (subject to satisfaction of relevant performance conditions) on 1 May of the relevant year. Shares are delivered to the executive on exercise of the Awards. Awards are granted at no cost to the executive and no amount is payable by the executive on exercise of the Awards. See section 3.4.2 below for details of the relevant earliest exercise date of Awards and expiry date of unexercised Awards for the 2010 Awards, 2012 Awards and 2013 Awards.
Is re-testing permitted?	No. Re-testing of either of the performance conditions applicable to a tranche of Awards is not permitted.
What happens to Awards that are not yet exercisable on cessation of employment?	If an executive resigns or is terminated for cause, the Awards in respect of any tranche that is not exercisable will generally be forfeited. The Plan Rules provide that in other circumstances a pro rata number of Awards, reflecting the part of the LTI earned or accrued up to termination, may become exercisable either at the time of termination of employment or at the end of the original performance period applicable to a tranche. In addition, a number of executives with pre-2009 contracts have a specific entitlement built into their Service Agreement, which entitles them to pro rata vesting of Awards in the event of Company initiated termination of employment.
Is there a claw-back provision?	Yes. The Plan Rules allow the Board to claw-back any Awards on offer to an executive and to make adjustments to any unvested Awards, if considered appropriate.
What other conditions apply to the Awards?	An executive's entitlement to shares under an Award may also be adjusted to take account of capital reconstructions and bonus issues. In the event of a takeover bid (or other transaction likely to result in a change in control of the Company), an executive will only be allowed to exercise his or her Awards to the extent determined by the Board as provided in the Plan Rules. The Plan Rules contain a restriction on removing the 'at-risk' aspect of the instruments granted to executives. Plan Participants may not enter into any transaction designed to remove the 'at-risk' aspect of an instrument before it becomes exercisable (eg. hedging the Awards). Any shares allocated to the executive following exercise of an Award may only be dealt with in accordance with the Company's Share Trading Policy and subject to the generally applicable insider trading prohibitions.

3.4.2 Current Awards – 2010, 2012 and 2013 Awards

As explained in last year's Remuneration Report, the Board decided to move towards making annual grants of Awards under the LTI Plan with a single 4 year performance period, to all senior executives who are eligible to participate in the LTI Plan. The annual grants of Awards will commence in the 2013 financial year.

As the Board's previous practice has been to been to approve a grant of Awards to senior executives every three years, with the grant divided into 3 tranches vesting over 2, 3 and 4 year performance periods (such as the 2010 Awards) – the Board considered it appropriate to approve a transitional grant (being the 2012 Awards) which is divided into 2 tranches vesting over a 3 and 4 year performance period.

2010 Awards

The 2010 Awards were granted in May 2010 with effect from 1 January 2010 (to coincide with the start of the performance period) and are divided into 3 tranches as follows:

- Tranche 1: 30% of Award – became exercisable on 1 May 2012
- Tranche 2: 30% of Award – earliest exercise date is 1 May 2013
- Tranche 3: 40% of Award – earliest exercise date is 1 May 2014

Any unexercised 2010 Awards will expire on 30 September 2014.

2012 Awards

As a transitional measure, the 2012 Awards were granted in May 2012 with effect from 1 January 2012 (to coincide with the start of the performance period) and are divided into 2 tranches as follows:

- Tranche 1: 50% of Award – earliest exercise date is 1 May 2015
- Tranche 2: 50% of Award – earliest exercise date is 1 May 2016

Any unexercised 2012 Awards will expire on 30 September 2016.

2013 Awards

The Board intends to make the first grant of annual Awards in May 2013, with effect from 1 January 2013:

- 100% of Award – earliest exercise date is 1 May 2017

These 2013 Awards will be subject to a single 4 year performance period and will be tested and become exercisable to the extent of any vesting from 1 May 2017. Any unexercised 2013 Awards will expire on 30 September 2017.

3.4.3 2010 Awards - vesting of Tranche 1

As indicated in section 2.1 above, overall 99.3% of Tranche 1 of the 2010 Awards vested on 1 May 2012.

50% of this vesting resulted from the Company's relative TSR performance for the period 1 January 2010 to 31 December 2011 resulting in full vesting of that component having achieved ranking at the 83rd percentile against the S&P / ASX 200 Accumulation Index (XJO AI), excluding all Global Industry Classification Standard (GICS) Financial companies and selected resources companies.

The remaining 49.3% of the Awards that vested arose as the Company's average annual compound EPS growth over the two year performance period was 7.8%, which nearly achieved the 7.9% rate required for full vesting.

For further details of the requisite target ranges for vesting of the TSR and EPS performance conditions of the 2010 Awards, please refer to the Company's 2010 Remuneration Report.

3.4.3 2012 Awards – granted in 2012

The terms of the 2012 Awards were considered by shareholders at the 2012 Annual General Meeting.

As set out in section 3.4.1 above, the 2012 Awards are subject to the TSR and EPS performance hurdles, which are independent and to be tested separately.

How is the TSR performance condition for the 2012 Awards measured?

The Company's TSR performance must equal or exceed the growth in the returns of the median company of the S&P / ASX 200 Accumulation Index (XJO AI), excluding all GICS Financial companies and selected resources companies, over the period 1 January 2012 to 31 December 2014 (for Tranche 1) and 1 January 2012 to 31 December 2015 (for Tranche 2) .

The 2012 Awards are to vest progressively in accordance with the following scale:

TSR growth relative percentile ranking	**% of Awards subject to TSR hurdle to vest**
Below 50%	Nil
50%	50%
Between 50% and 75%	Pro rata
75% or above	100%

How is the EPS performance condition for the 2012 Awards measured?	The EPS performance hurdle requires the compound annual growth in EPS of the Company over the relevant performance period (being, from 1 January 2012 to 31 December 2014 for Tranche 1, and 1 January 2012 to 31 December 2015 for Tranche 2) to equal or exceed 5% per annum before any Awards will vest.

The 2012 Awards are to vest progressively in accordance with the following scale:

Compound annual growth in EPS	**% of Awards subject to EPS hurdle to vest**
Below 5% per annum	Nil
5% per annum	50%
Between 5% and 10% per annum	Pro rata
10% per annum or above	100%

3.4.4 Movements in Awards during 2012

Details of the movement in Awards held by the Managing Director and senior executives during the 2012 financial year is set out below.

Movement in Awards during the year

Managing Director & senior executives	**Balance at 31 Dec 2011**	**Granted 2012 Awards[1]**	**Exercised/ vested Tranche 1 2010 Awards[2]**	**Number of Awards lapsed/ forfeited during the year**	**Balance at 31 Dec 2012[3]**	**Value of Awards at grant date[4] $**	**Value per share at the date of exercise[5] $**	**Value at lapse date[6] $**
M P Chellew	1,800,000	1,456,648	536,220	3,780	2,716,648	1,999,250	3.0362	11,471
G Agriogiannis[7]	227,500	198,554	-	-	426,054	272,516	-	-
M Brydon	600,000	531,792	178,740	1,260	951,792	729,885	3.0754	3,824
M R D Clayton	300,000	203,758	89,370	630	413,758	279,659	2.9804	1,912
M Kelly	500,000	378,612	148,950	1,050	728,612	519,645	3.1111	3,186
S B Rogers	325,000	197,038	96,818	682	424,538	270,435	3.3377	2,070
S J Toppenberg	200,000	173,628	59,580	420	313,628	238,305	3.0362	1,275
Total	**3,952,500**	**3,140,030**	**1,109,678**	**7,822**	**5,975,030**	**4,309,695**	**-**	**23,738**

1 As the Awards granted in 2012 only vest on satisfaction of performance conditions which are to be tested in future financial periods, none of the 2012 Awards as set out above vested or were forfeited during the year.

2 All 1,109,678 Awards which were exercisable during 2012 were in fact exercised, being Tranche 1 of the 2010 Awards. The number of Awards vested during the period and exercisable at 31 December 2012 is nil. The number of Awards vested but not yet exercisable at 31 December 2012 is nil.

3 The maximum value of currently approved Awards is determined by the maximum number of shares that can be achieved from all unvested Awards under 2010 Awards and 2012 Awards as at 31 December 2012. Refer to note 30(b) for details of the balance of these Awards.

4 Value of Awards granted during 2012 as at grant date.

5 The value per share at the date of exercise is the Value Weighted Closing Price which is the average of the closing price and number of Adelaide Brighton Limited shares traded on the Australian Securities Exchange for the five trading days before the exercise date, but not including the day of exercise. The aggregate value of Awards that vested during the year is $3,411,571 based on the Value Weighted Closing Price.

6 The value at lapse date of options that were granted as part of remuneration and that lapse during the year because a vesting condition was not satisfied. The value is determined at the time of lapsing, but assuming the condition was satisfied.

7 As G Agriogiannis commenced employment on 27 June 2011, the Board approved a pro-rata grant for him to participate in Tranche 2 and Tranche 3 of the 2010 Award (not Tranche 1).

3.5 Service Agreements and termination payments

The remuneration and other terms of employment for the Managing Director and senior executives are set out in formal employment contracts referred to as Service Agreements. All Service Agreements are for an unlimited duration and details of the executives entitlements on termination are set out below.

The Service Agreements of current senior executives other than M Kelly and G Agriogiannis were entered into prior to 24 November 2009, and are not subject to the new limits on termination payments introduced under the *Corporations Act 2001* (with effect from

that date). The Company intends honouring its pre-existing contractual commitments to those executives upon separation, as permitted by law. The Service Agreements for M Kelly and G Agriogiannis were entered into during 2010 and 2011 respectively, and the payments made to each on termination under their individual Service Agreements will be within the legislative limit of one times 'base salary' (as defined in the *Corporations Act*).

	Notice periods	Separation payments[1]
G Agriogiannis	3 months notice by either party (or payment in lieu) May be terminated immediately for serious misconduct	9 months total remuneration where Company terminates on notice
Other senior executives[3] (including Managing Director)	3 months notice by executive 5 weeks notice by Company (or payment in lieu) May be terminated immediately for serious misconduct	12 months total remuneration where Company terminates on notice, or where executive is able to terminate for 'Fundamental Change'[2] Entitlement under the Company Redundancy Policy (if applicable)

1 In the case of resignation, no separation payment is made to the executive (only amounts due and payable up to the date of ceasing employment including accrued leave entitlements and unpaid salary).

2 A 'Fundamental Change' includes circumstances where there has been a substantial diminution of responsibility, a material reduction in status or a relocation of the relevant position (and only certain executive roles have this entitlement).

3 Under an arrangement entered into some time ago, M Brydon is also entitled to an ex-gratia payment of $10,000 upon termination, as well as payment of accrued sick leave.

On termination of employment for any reason, the Managing Director and other senior executives (other than M Kelly and G Agriogiannis) are prohibited from engaging in any activity that would compete with the Group for a period of up to six months in order to protect the Group's business interests. During the period of the restraint the executive will be paid a monthly amount equivalent to the executive's monthly fixed remuneration at the time of termination. These restraint arrangements apply to M Kelly in the event he resigns.

3.6 2012 Remuneration

Details of the remuneration paid to the Managing Director and key management personnel of the Company and the Group, during the 2012 financial year is set out below.

Remuneration for the 2012 and 2011 financial years

		Short-term benefits		Post-employment benefits		Other	Share based payments[1]	Total	
		Fixed remuneration	STI	Superannuation contributions	Termination benefits		Long term incentive		
		$	$	$	$	$	$	$	%[2]
M P Chellew	**2012**	**1,659,612**	**1,641,360**	**20,388**	-	-	**547,795**	**3,869,155**	**14**
	2011	1,484,513	1,419,840	15,487	-	-	633,291	3,553,131	18
G Agriogiannis	**2012**	**438,000**	**340,752**	**20,000**	-	**163,100[4]**	**146,123**	**1,107,975**	**13**
	2011	274,309	163,302	10,303	-	-	7,435	455,349	2
M Brydon	**2012**	**903,877**	**714,656**	**16,123**	-	-	**186,542**	**1,821,198**	**10**
	2011	740,513	571,642	15,487	-	-	208,063	1,535,705	14
M R D Clayton	**2012**	**453,877**	**367,728**	**16,123**	-	-	**87,972**	**925,700**	**10**
	2011	430,013	338,919	15,487	-	-	107,285	891,704	12
M A Finney[3]	**2012**	**-**	-	**-**	**-**	**-**	**-**	**-**	**-**
	2011	160,868	-	8,973	54,926	-	(46,628)	178,139	(26)
M Kelly	**2012**	**630,000**	**511,948**	**25,000**	-	-	**149,945**	**1,316,893**	**11**
	2011	591,000	467,205	25,000	-	-	173,299	1,256,504	14
S B Rogers	**2012**	**429,500**	**341,057**	**25,000**	-	-	**93,281**	**888,838**	**10**
	2010	411,800	310,102	25,000	-	-	122,794	869,696	14
S J Toppenberg	**2012**	**375,500**	**312,070**	**25,000**	-	-	**61,871**	**774,441**	**8**
	2011	360,000	289,928	25,000	-	-	74,276	749,204	10
Total for the Company and Group	**2012**	**4,890,366**	**4,229,571**	**147,634**	**-**	**163,100**	**1,273,530**	**10,704,200**	
	2011	4,453,016	3,560,938	140,737	54,926	-	1,279,815	9,489,432	

1 In accordance with the requirements of the Accounting Standards, remuneration includes a proportion of the notional value of equity compensation granted or outstanding during the year. The notional value of equity instruments which do not vest during the reporting period is determined as at the grant date and is progressively allocated over the vesting period. The amount included as remuneration is not related to or indicative of the benefit (if any) that individual executives may ultimately realise should the equity instruments vest. The notional value of Awards as at the date of their grant has been determined in accordance with the accounting policy note 1(v)(iv).

2 % of remuneration for the financial year which consists of the amortised annual value of Awards issued under the Adelaide Brighton Limited Executive Performance Share Plan.

3 M A Finney ceased employment effective 9 May 2011.

4 G Agriogiannis commenced employment on 27 June 2011, and received a sign-on payment and relocation benefits that were not paid until 2012.

Section 4 - Non-executive Directors' fees

4.1 Board policy on non-executive Director fees

The total amount of fees paid to non-executive Directors is determined by the Board on the recommendation of its Nomination and Remuneration Committee within the maximum aggregate amount approved by shareholders. The remuneration of the non-executive Directors consists of Directors' fees, committee fees and superannuation contributions. These fees are not linked to the performance of the Group in order to maintain the independence and impartiality of the non-executive Directors.

In setting fee levels, the Nomination and Remuneration Committee, which makes recommendations to the Board, takes into account:

- the Group's existing remuneration policies;
- independent professional advice;
- fees paid by comparable companies;
- the general time commitment and responsibilities involved;
- the risks associated with discharging the duties attached to the role of Director; and
- the level of remuneration necessary to attract and retain Directors of a suitable calibre.

Total fees, including committee fees, were set within the maximum aggregate amount of $1,100,000 per annum approved at the 2010 Annual General Meeting.

Non-executive Director base fees were increased by approximately 2%, and the Chairman's fee increased 3.9%, for the 2012 financial year.

Fees payable to non-executive Directors in the 2012 financial year are set out below (and are inclusive of contributions to superannuation).

Non-executive Directors' fees for 2012[2]

	Chairman $	Member $
Board	342,750[1]	100,000
Audit, Risk and Compliance Committee	24,000	13,500
Nomination and Remuneration Committee	24,000	13,500
Safety Health & Environment Committee	15,000	10,000
Corporate Governance Committee	10,000	7,500

1 The Chairman of the Board receives no additional fees for Committee work.
2 At present, there are no fees payable for the Independent Directors' Committee.

The Group's policy is to support non-executive Director retirement through superannuation contributions.

In accordance with the Company's constitution, Directors are also permitted to be paid additional fees for special duties or exertions. Such fees may or may not be included in the aggregate amount approved by shareholders, as determined by the Directors. No such fees were paid during the year.

Directors are also entitled to be reimbursed for all business related expenses, including travel, as may be incurred in the discharge of their duties.

4.2 Fees paid to Non-executive Directors

Details of fees paid to non-executive Directors for the years ended 31 December 2012 and 31 December 2011 are set out below.

Non-executive Directors' remuneration for the 2012 and 2011 financial years

		Fees and allowances			Post-employment benefits
Non-executive Director	Year	Directors' fees (incl. superannuation) $	Committee fees (incl. superannuation) $	Total $	Superannuation contributions[1] $
L V Hosking **(Chairman)**[2]	**2012**	**251,279**	**17,899**	**269,178**	**20,263**
	2011	98,000	44,000	142,000	12,909
R D Barro	**2012**	**100,000**	**10,000**	**110,000**	**9,083**
	2011	98,000	8,000	106,000	8,752
G F Pettigrew	**2012**	**100,000**	**47,500**	**147,500**	**13,409**
	2011	98,000	44,000	142,000	12,909
K B Scott-Mackenzie	**2012**	**100,000**	**28,500**	**128,500**	**11,682**
	2011	97,997	-	97,997	8,089
A M Tansey[3]	**2012**	**100,000**	**21,000**	**121,000**	**9,991**
	2011	72,722	-	72,722	6,005
C L Harris	**2012**	**130,394**	-	**130,394**	**11,854**
(former Chairman)[4]	2011	330,000	-	330,000	30,000
Total	**2012**	**781,673**	**124,899**	**906,572**	**76,282**
	2011	794,719	96,000	890,719	78,664

1 Superannuation contributions are made on behalf of non-executive Directors which satisfy the Group's obligations under applicable Superannuation Guarantee Charge legislation.
2 LV Hosking commenced as Chairman of the Board on 17 May 2012 – $55,580 relates to period served as a non-executive director (1 January 2012 to 16 May 2012) and $213,598 for period served as Chairman (17 May 2012 to 31 December 2012).
3 A M Tansey appointed as a Director effective 5 April 2011.
4 Former Board Chairman C L Harris retired on 17 May 2012.

Corporate Governance Statement

The Board is committed to conducting the Company's business ethically and in accordance with high standards of corporate governance. To this end, the Board (together with the Company's management) regularly reviews the Company's policies, practices and other arrangements governing and guiding the conduct of the Company and those acting on its behalf.
This statement provides an outline of the main corporate governance practices that the Company had in place during the past financial year.
The Board believes that the Company's policies and practices are consistent in all substantial respects with good corporate governance practice in Australia appropriate for the circumstances of the Company, including the ASX Corporate Governance Council Principles and Recommendations.

1 The Board lays solid foundations for management and oversight

1.1 Role of the Board

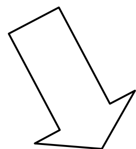
The role of the Board of Directors is to protect and optimise the performance of the Group and, accordingly, the Board takes accountability for reviewing and approving strategic direction, establishing policy, overseeing the financial position and monitoring the business and affairs of the Group on behalf of shareholders. Details of the skills, experience and expertise of each Director and their period of office are set out on page 4 and 5 of this report.

The Board operates in accordance with the general principles set out in its charter, which is available from the corporate governance section of the Company's website at www.adbri.com.au.

In accordance with the provisions of the Company's constitution, the Board has delegated a number of powers to Board committees (see section 2 following) and responsibility for the day-to-day management of the Company to the Managing Director and senior management. The respective roles and responsibilities of the Board and management are outlined further in the Board charter.
The Board has also reserved for itself the following specific responsibilities:

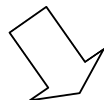
Strategy and monitoring	Monitoring the business and affairs / relations with management	Risk management, compliance and internal controls
• Input into and approval of management's development of corporate strategy, including setting performance objectives and approving operating budgets	• Selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning for the successor of, the Group Managing Director	• Reviewing and guiding systems of risk management and internal control and ethical and legal compliance • Monitoring and reviewing processes aimed at ensuring integrity of financial and other reporting, and providing assurance to approve the Group's financial reports
• Monitoring and reviewing corporate performance and implementation of strategy and policy	• Reviewing procedures for appointment of senior management, monitoring performance and reviewing executive development activities. This includes ratifying the appointment and the removal of the Chief Financial Officer and the Company Secretary • Approving major capital expenditure, acquisitions and divestitures, cessation of any significant business activity and monitoring capital management	• Monitoring and reviewing policies and processes in place relating to occupational health and safety, compliance with laws, and the maintenance of high ethical standards • Input into and approval of the Company's policy in relation to, and monitoring implementation of, sustainable resource use and the impact of the Company's operations on the environment, community and stakeholders

1.2 The Board is structured to add value



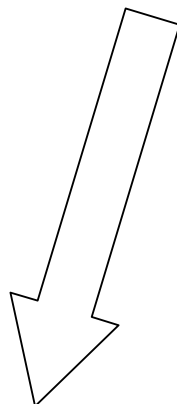
The Board ensures that its members have the time and commitment to devote to the role

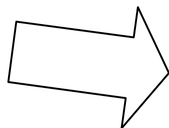
- Prior to appointment, Directors provide details of other commitments and acknowledge that they will have adequate time to meet expectations
- Directors to consult with the Chairman before accepting outside appointments
- Letter of appointment sets out Director's term of appointment, powers, expectations and rights and obligations



The Board is committed to a majority of independent views being brought to bear in decision-making (see 1.2.1 below)

- Directors expected to bring independent views and judgment to discussions
- Four of the six Board members are independent
- Board has adopted Financial Services Council Blue Book definition of director independence





Board keeps informed of regulatory and industry developments to challenge status quo and strengthen knowledge base (see 1.2.4)

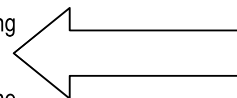
- Directors expected to participate in ongoing education / development
- For 2012, the Board's program reflected the significant business and industry developments the Company was facing
- Directors keep themselves informed and up to date, of their own initiative, with general developments relevant to the role of a non-executive Director in an S&P/ASX100 company

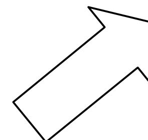
The Board is structured to add value and Board decision-making is enhanced through education and support

- Broad mix of skills, diversity and experience reflecting the character of the Group's business to best guide, review and challenge management
- Independent Chairman leads the Board, facilitates constructive decision-making, and manages Board/ management relationship
- To maintain independent oversight, roles of Chairman and Managing Director are undertaken by different individuals

Comprehensive induction processes equip directors to perform in their role

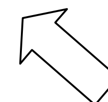
- Comprehensive induction process upon appointment
- Obligation on new Directors to familiarise themselves with Company's practices through induction process or by making enquiries of the Chairman, the Company Secretary or management





Board and Director performance is regularly evaluated to facilitate continuous improvement (see 1.2.3)

- Board, Committee and individual Director performance reviewed annually
- Directors to undergo a performance appraisal before standing for re-election
- One third of the non-executive Directors retire (and are eligible for re-election) at each AGM



Board members have access to management and independent advice to assist in discharge of their duties

- Access to senior executives and to any further information required to make informed decisions
- Right to seek independent professional advice at the Company's expense to assist in effective discharge of duties

Conflicts are managed (see 1.2.2)

- Actual and perceived conflicts considered and managed on an ongoing basis
- Protocols around disclosure, and procedures around management of potential conflicts have been adopted

1.2.1 Directors' independence

In general, Directors are considered independent where they are free of any interest and any business or other relationship which could, or could reasonably be perceived, to interfere materially with the Director's ability to act in the best interests of the Company. An assessment will be made on a case-by-case basis of whether the Director's ability to act in the best interests of the Company has been materially impaired.

In ensuring that the Board comprises Directors with a broad range of skills and experience reflecting the character of the Group's business, the Board may from time to time appoint Directors who are not considered to be independent. It is, however, the Board's policy that it should comprise a majority of independent Directors to ensure that independent oversight is maintained.

In the context of his executive position with the Company, Mr M Chellew is not considered to be independent. Having regard to the guidelines of independence adopted by the Board, the Directors are of the view that Mr R D Barro is the only non-executive Director who is not considered "independent" by virtue of his position as the Managing Director and a shareholder of Barro Group Pty Ltd, which has a 50% interest in the joint venture, Independent Cement & Lime Pty Ltd (ICL), and is a significant shareholder in the Company. ICL has an ongoing trading relationship with the Barro Group of companies.

1.2.2 Conflicts of interest

Directors are expected to avoid any action, position or interest which conflicts (or may be perceived to conflict) with their position as a Director of the Company. In particular, the Board is cognisant of Mr Barro's interest in Barro Group Pty Ltd, a significant shareholder in the Company and 50% joint venture partner in ICL.

During the year, in order to avoid actual and/or perceived conflicts of interest in Board decision-making, Board procedures were followed such that where the possibility of a material conflict arose, the Board considered the nature and extent of the potential conflict and whether it would be appropriate for the relevant Director to participate in Board discussion and decision-making in relation to the issue. Where there was a real potential for a conflict of interest, information was not provided to the Director, and, in accordance with the *Corporations Act 2001*, the Director did not participate in, or vote at, the meeting where the matter was considered.

In accordance with these Board procedures, Mr R D Barro did not take part in the Board's decision in relation to Adelaide Brighton executing contracts with ICL for the continuation of exclusive supply arrangements to ICL. The supply arrangement, which appoints ICL as the exclusive distributor for Adelaide Brighton Limited (and any related body corporate) in Victoria and New South Wales, was renewed for a period of 10 years from 1 January 2013 on substantially similar commercial terms to the terms that have been in operation. Overall, the Board takes care to consider whether or not it is appropriate for Mr R D Barro to be involved in Board discussions or decisions that relate to the interests of the Barro Group.

1.2.3 Performance evaluation

For the 2012 financial year, a performance evaluation was led by the Chairman to assess the performance of individual Directors, the Board as a whole, various aspects of the Board committees such as their performance, membership, roles and charters, and the Board's and Directors' interaction with management.

As part of this comprehensive review of the Board's performance, processes and operations, the Chairman facilitates individual discussions with each Director which also reviews their individual performance. The discussions also included a peer review of the Board Chairman's performance by the other Directors.

The Chairman reports to the Board concerning the performance evaluation process and the findings of these reviews. As a result of recommendations arising from the internal Board review, initiatives are introduced to ensure the continued effectiveness of the Board's performance and to enable its sustained focus on key issues for the Company. The implementation of these initiatives is overseen by the Chairman.

Executives and managers are also subject to an annual performance review in which performance is measured against agreed business objectives. The performance of the Managing Director is assessed by the Board against objectives related to the Company's strategy, business plans and the financial performance of the business.

For the 2012 financial year, the performance of the Managing Director and the Managing Director's achievement of the agreed objectives was reviewed by the Chairman, the Nomination and Remuneration Committee and the Board. The performance of the Company's senior executives during 2012 was reviewed by the Managing Director, and by the Nomination and Remuneration Committee, led by the Managing Director and the Executive General Manager, Human Resources.

1.2.4 Ongoing education

The Board's ongoing education calendar incorporated site visits throughout the year to a number of the Company's operational facilities. Presentations were given by management and external experts concerning developments impacting, or likely to impact, the business. The Board is informed by leading expertise from within the Company on matters such as management of energy requirements, regulation of carbon emissions and business and product development. The Board held a number of sessions with senior personnel from organisations operating in a range of fields relevant to the Company's operations and future direction, in order to stay abreast of key and developing issues of significance to the Company.

1.2.5 Board and CEO succession planning

Since 2010, the Board has embarked on a process of Board renewal which has seen the appointment of two independent non-executive Directors – K B Scott-Mackenzie in 2010 and A M Tansey in 2011. Following the retirement of immediate past Chairman Mr C L Harris during 2012, the Board renewal process continues with the Board considering the appointment of an additional Director in the mid term. The Board believes that the addition of a new Director will bring fresh perspectives and broaden the range of experience and skills on the Board and continue to provide for orderly succession of its longer serving members.

The Board is continuing to engage with its largest shareholder, the Barro Group, in relation to future Board appointments.

The Board's intention following the retirement of Mr C L Harris was to review the structure and memberships of its Board Committees after appointing a new Director. Consequently, the Board considered it appropriate for L V Hosking to continue as Chairman of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee in an acting capacity during 2012. However, as the new Director appointment did not eventuate in 2012, the Board has appointed AM Tansey as Chairman of Nomination and Remuneration Committee and Corporate Governance Committee, effective 19 February 2013.

During 2012, the Nomination and Remuneration Committee reviewed the succession plans for the senior management team, including the Managing Director, to ensure that appropriate plans have been implemented for the mid to long term.

1.2.6 Diversity

The Board, having adopted a Diversity Policy for the Group in 2011, has established measurable diversity objectives to enhance gender diversity across the organization. Further information of the Group's progress with the gender diversity objectives (in accordance with the ASX Corporate Governance Council Principles and Recommendations) is set out on pages 33 to 35.

2 Committees of the Board

To assist the Board in fulfilling its responsibilities, the Board has established a number of committees with responsibility for particular areas.

Each committee has a specific charter or constitution. The charters for the Audit, Risk and Compliance Committee and the Nomination and Remuneration Committee are available on the corporate governance section of the Company's website at www.adbri.com.au. The Board periodically reviews each Board committee's charter, role and responsibilities.

Generally, minutes of committee meetings are tabled at the next Board meeting after the minutes have been prepared. Additional requirements for specific reporting by the committees are addressed in the charter of the individual committees.

2.1 Key standing committees

	Audit, Risk and Compliance Committee	***Nomination and Remuneration Committee***
Members during 2012	G F Pettigrew (Chairman) L V Hosking A M Tansey C L Harris (retired on 17 May 2012) Details of these Directors' qualifications are set out on page 4 and 5 of this report.	L V Hosking (acting Chairman to 19 February 2013) G F Pettigrew K B Scott-Mackenzie C L Harris (retired on 17 May 2012) The Board appointed A M Tansey as Chairman of the Nomination and Remuneration Committee with effect from 19 February 2013, on which date L V Hosking ceased to be acting Chairman of the Committee but continues as a member. Details of these Directors' qualifications are set out on page 4 and 5 of this report.
Composition	• Consist of a minimum of 3 members, all of whom are independent non-executive Directors. • The chair must be an independent non-executive Director who is not Chairman of the Board.	• Consist of a minimum of 3 members, all of whom are independent non-executive Directors.
Key functions	• To review, assess (and recommend to the Board for approval) the annual financial reports, the half-year financial report, including reviewing the results of external audit and assessing all external reporting for its adequacy for shareholder needs; and all other financial information published by the	• To review (and recommend to the Board) the fees paid to non-executive Directors, and increases to the limits approved by shareholders; • To review (and recommend to the Board) the compensation arrangements for the Managing Director, including short term and long term

	Audit, Risk and Compliance Committee	*Nomination and Remuneration Committee*
	Company or released to the market; • To review the appropriateness of accounting principles adopted by management in the composition and presentation of financial reports and to approve any change in the accounting principles applied in preparing the Company and Group reports; • To evaluate the independence of both the non-executive Directors and external auditors and to monitor the implementation of the Board's policy in relation to the provision of non-audit services by the Company's auditor; • To recommend to the Board the appointment, removal and remuneration of the external auditors, to review the terms of their engagement, the scope and quality of the audit and to assess performance; • To determine the scope of the internal audit function and ensure that it has adequate resources to fulfil its role, to assess its performance including independence, effectiveness and appropriate coordination with external auditors; • To determine whether new policies or training should be implemented to safeguard against possible risks or non-compliance with applicable laws, regulations or Company policies; • To monitor compliance with the Company's policies and procedures that recognise the Company's business, environmental and statutory responsibilities; and • To report the results of the Committee's review of risk management and internal compliance and control systems to the Board.	incentives; • To review performance targets, and approve recommendations from the Managing Director on total levels of remuneration, for senior executives; • To oversee the implementation of the Company's short term and long term incentive arrangements, including assessing the extent to which performance conditions are satisfied and making relevant awards; • To review management succession planning and specifically the Managing Director and senior executives reporting to the Managing Director; • Reviewing the appointments and terminations to senior executive positions reporting to the Managing Director; • To assess the appropriate mix of skills, experience and expertise required on the Board and assess the extent to which these required skills are represented on the Board; • To establish processes for the identification of suitable candidates for appointment to the Board, engage appropriate search firms to assist in identifying suitable candidates and make a recommendation regarding the most appropriate candidates to the Board which ultimately will appoint the new Directors; • To oversee or design induction and ongoing training and education programs for the Board to ensure that non-executive Directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties; • To monitor the tenure of Board members, considering succession planning and identifying the likely order of retirement by rotation of non-executive Directors; and • To establish processes for the review of the performance of individual non-executive Directors, the Board as a whole and the operation of Board committees.
Key activities during 2012	• Ongoing review and consideration of financial and non-financial risks and the Company's system of identifying and managing risks; • Considering the impact arising from the implementation of the carbon tax and related regulatory requirements, and the Company's accounting for these; • Reviewing the Company's exposure to and management of slow paying debtors and bad debts; • Monitoring the performance, outcomes and actions of the Company's internal audit program;	• Establishing criteria, selecting, interviewing and assessing potential non-executive Director candidates, and reporting to the Board; • Overseeing, and receiving reports from the Chairman of the Board, concerning the reviews of the performance of individual non-executive Directors, the Board as a whole and the operation of Board Committees. Also overseeing and receiving a report from the Chairman of the Committee concerning the review of the performance of the Chairman of the Board; • Reviewing and recommending to the Board the level of annual fixed and incentive

	Audit, Risk and Compliance Committee	*Nomination and Remuneration Committee*
	• Receiving the external auditors' reports, monitoring issues reported and actions taken; • Reviewing and overseeing of the Company's 2011 Full Year, 2012 Half Year and Full Year Financial Reporting and associated audit; • Establishing the internal audit plan for 2013 and reviewing and approving the internal and external auditors' fees; • Monitoring the Group's insurance renewal programme; • Reviewing the Group's Delegated Authorities; and • Reviewing the Group's accounting policies and treatment of particular issues, including detailed review during the year of accounting for 2011 acquisitions, accounting for Defined Benefit Superannuation and taxation compliance.	compensation arrangements for the Managing Director and the senior executive team; • Reviewing and recommending to the Board the Company's long term incentive ("LTI") awards to the Managing Director and the senior executive team in 2013, including levels of participation; • Reviewing the annual Functional component objectives applicable to the short term incentive ("STI") for the Managing Director and the senior executive team for 2012; • Reviewing the attainment of STI and LTI performance conditions by the Managing Director and the senior executive team; • Reviewing and recommending to the Board the base fees payable to non-executive Directors and additional fees payable for memberships of Board committees for 2013; • Overseeing the implementation of diversity measures to facilitate the achievement of the diversity objectives as contained in the Diversity Policy to address diversity in the Board's composition, the senior executive team and the broader Company; • Reviewing and reporting to the Board on the performance of the Managing Director and the senior executive team and succession plans for the Managing Director, senior executives and other key positions in the Company; and • Reviewing the Company's 2012 Remuneration Report and Diversity Report.
Attendance	Details of attendance at Audit, Risk and Compliance Committee meetings are set out on page 5 of this report. Representatives of the Company's external auditors, PricewaterhouseCoopers, including the lead audit partner, attend (either in person or by telephone) for the whole of the Committee's meetings. It is also the practice of the Committee to meet with the Company's auditors without any member of management present.	Details of attendance at Nomination and Remuneration Committee meetings are set out on page 5 of this report.
Consultation	Members of management may attend meetings of the Committee at the invitation of the Committee Chairman. It is the practice of the Committee that the Managing Director, the Chief Financial Officer and the Company Secretary attend all Audit, Risk and Compliance Committee meetings. The Group Risk Manager generally attends meetings of the Committee when non-financial risk management matters are considered. In fulfilling its responsibilities, the Committee has rights of access to management and to auditors (external and internal) without management present and may seek explanations and additional information.	It has been the practice of the Nomination and Remuneration Committee on occasions to invite other Directors to attend Committee meetings. Members of management, particularly the Executive General Manager, Human Resources or the Managing Director, may also attend meetings of the Committee at the invitation of the Committee Chairman, whenever particular matters arise that require management participation, such as reviewing senior executive performance. The Committee and the Chairman of the Committee directly without the involvement of the Company's executive management instruct expert professional advisors and obtain their advice concerning matters of executive remuneration and the selection of

	Audit, Risk and Compliance Committee	Nomination and Remuneration Committee
		suitable candidates for appointment as independent non-executive Director.

2.2 Other Board committees

2.2.1 Safety Health and Environment Committee

The members of the Safety, Health and Environment Committee (SH&E Committee) during 2012 were K B Scott-Mackenzie (Chairman), G F Pettigrew, and R D Barro. M P Chellew (who ceased as a member of the Committee on 1 January 2012) attends meetings of the SH&E Committee in his executive position as Managing Director.

The Committee has a broad role in reviewing general and specific occupational health and safety and environmental matters across the Group. Committee meetings are also attended by the Company's Executive General Manager, HR & SH&E, Chief Financial Officer and its General Counsel.

Generally when the SH&E Committee meeting is held prior to a Board meeting, the SH&E Committee Chairman subsequently reports to the Board about the Committee's proceedings.

2.2.2 Corporate Governance Committee

The Corporate Governance Committee which in 2012 comprised of L V Hosking (Chairman) and A M Tansey, is responsible for overseeing the Company's implementation and compliance with best practice in corporate governance applicable to the circumstances of the Company. Committee meetings are also attended by the Company's Managing Director, the Company Secretary and General Counsel and the Chief Financial Officer, and are generally held in conjunction with Board meetings, so that all of the Company's Directors are present.

The Board appointed A M Tansey as Chairman of the Corporate Governance Committee with effect from 19 February 2013, on which date L V Hosking ceased to be acting Chairman of the Committee but continues as a member.

The Committee monitored relevant regulatory developments during 2012 and monitored the annual review of the Company's charters and policies to ensure they comply with regulatory requirements and remain up to date with good governance guidelines.

C L Harris retired from the Committee (and the Board) on 17 May 2012.

2.2.3 Independent Directors' Committee

The role of the Independent Directors' Committee is to investigate and consider corporate proposals made to the Company. The Committee comprises Directors who do not have any conflict of interest concerning the matters considered by the Committee. The members of the Committee during 2012 were C L Harris (Chairman and Committee member until his retirement on 17 May 2012), L V Hosking (Chairman from 17 May 2012), G F Pettigrew, K B Scott-Mackenzie and M P Chellew (Managing Director).

Details of members' attendance at each of these Committee meetings in 2012 are set out on page 5.

3 The Board recognises and manages risk and safeguards the integrity of financial reporting

3.1 Framework

The Board has approved the following framework within which the Company discharges its risk management function:

Leading a culture of compliance and ensuring that risk management practices are appropriate and effective in the context of the Company's business objectives.

Oversight: The Board, through the Audit, Risk and Compliance Committee, is responsible for reviewing and guiding the Company's risk management policies and compliance and control systems. These policies and systems provide for management to identify and manage both financial and non-financial risks to the Company's businesses. The Board, through the Committee, regularly review the effectiveness of the Company's risk management system and management of identified business risks.

Purpose: The Company's risk management framework is designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the Company's business objectives.

Internal controls framework

A robust control environment is fundamental to the effectiveness of the Company's risk management framework. Delegations of authority and Board and management accountability is clearly demarcated.

All Directors, executives and employees are required to adhere to the Code of Conduct (described below) and the Board actively promotes a culture of quality and integrity.

Accounting, financial reporting and internal control policies and procedures designed to manage business risks (both financial and non-financial) have been established at the Board and executive management levels. These are designed to safeguard the assets and interests of the Company, and ensure the integrity of financial reporting. The Board nonetheless acknowledges that it has ultimate responsibility for the accuracy and approval of the Group's' financial reports. The Board acknowledges that it is also responsible for the overall internal control framework, and to assist in discharging this responsibility, the Board has instigated an internal control framework that can be described as follows:

Financial reporting:

- Comprehensive budgeting system with an annual budget reviewed and approved by the Board
- Monthly actual results are reported against budget and revised forecasts for the year are prepared regularly
- Procedures to ensure that price sensitive information is reported to the ASX in a timely manner (see section 5 below)

Operating unit controls:

- Financial controls and procedures including information systems controls are in operation throughout the consolidated entity
- Operating units confirm compliance with these procedures to the Board annually

Functional speciality reporting:

- The Group has identified a number of key areas which are subject to regular reporting to the Board, such as safety and environment, risk management, taxation, finance and administration

Delegated authorities and restrictions:

- Comprehensive procedure which provides a framework that enables employees to operate and act within clearly defined and communicated parameters.

Internal audit:

- Assists the Board in ensuring compliance with internal controls
- The Audit, Risk and Compliance Committee reviews and approves the selection and engagement of internal auditors, the internal audit program to be conducted, and the scope of the work to be performed at each location
- Internal auditors provide the Committee with comments and recommendations about the identification of areas perceived to be of a greater level of risk than others, and any areas requiring particular scrutiny
- The Committee receives and reviews the reports of the internal auditors

Investment appraisal:

- Clearly defined guidelines for capital expenditure
- eg. annual budgets, detailed appraisal and review procedures, levels of delegated authority and due diligence requirements where businesses are being acquired or divested

Financial risk: The Managing Director and Chief Financial Officer have made the following certifications to the Board:

- That the Company's financial reports present a true and fair view, in all material respects, of the financial position and performance of the Company and the consolidated entity and are in accordance with relevant accounting standards;
- That the Company has adopted an appropriate system of risk management and internal compliance and control which implements the policies adopted by the Board and forms the basis for the statement given above; and
- That the Company's risk management and internal compliance and control system to the extent it relates to financial reporting is operating efficiently and effectively in all material respects.

Non-financial risk: Management has also reported to the Board on strategic and operational issues, including an assessment of the material business risks facing the Company and the effectiveness of the systems and policies in place to manage those risks.

3.2 Audit Services

The Company and Audit, Risk and Compliance Committee policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is considered annually. PricewaterhouseCoopers remains the external auditor of the Company for the Group's financial report for the year ended 31 December 2012.

The Board has adopted a policy in relation to the provision of non-audit services by the Company's external auditor. It is based on the principle that work that may detract from the external auditor's independence and impartiality (or that may be perceived as doing so) should not be carried out by the external auditor. Details and the break down of fees for non-audit services and an analysis of fees paid or payable to external auditors are provided in Note 32 to the Financial Statements.

4 The Board is committed to promoting ethical and responsible decision-making

4.1 Code of conduct and whistleblower program

The Company is committed to upholding the highest ethical standards of corporate behaviour. A Code of Conduct has been adopted, which requires that all Directors, senior management and employees act with the utmost integrity and honesty. It aims to further strengthen the Company's ethical climate by promoting practices that foster the Company's key values of:

- Acting with fairness, honesty and integrity;
- Being aware of and abiding by laws and regulations;
- Individually and collectively contributing to the wellbeing of shareholders, customers, the economy and the community;
- Maintaining the highest standards of professional behaviour;
- Avoiding or managing conflicts of interest; and
- Striving to be a good corporate citizen, and to achieve community respect.

The Code of Conduct is publicly available on the Company's website at www.adbri.com.au.

During 2012, the Company undertook a review of, and updated the Code of Conduct, ensuring that the Code keeps relevant to the Company's values and practices.

The Company has also adopted policies requiring compliance with (among others) occupational health and safety, environmental, privacy, equal employment opportunity and competition and consumer law. The Company monitors the effectiveness of these policies.

Employees are encouraged to attend training or seminars presented by the Company, or external service providers, to ensure that they remain up-to-date with relevant industry and regulatory developments.

The Code requires all officers, employees, contractors, agents or people associated with the Company to report any potential breaches to the Company Secretary under the whistleblower program. This may be done anonymously.

4.2 Shareholdings of Directors and employees

The Board has a policy that Directors and employees may not buy or sell Adelaide Brighton Ltd shares except within the period of one month following the annual and half year results announcements and the period from the release of the Company's annual report until one month after the annual general meeting. The policy also defines certain periods (known as 'Trading Windows') in which Directors and employees may buy or sell Adelaide Brighton Ltd shares with approval from the Company. The policy complies with the requirements of the ASX Listing Rules and supplements the *Corporations Act 2001* provisions that preclude Directors and employees from trading in securities when they are in possession of "inside information".

The Board also has a policy that prohibits executives from hedging (or otherwise locking in a profit over) unvested securities issued under the Company's Share Plans.

The Company's Share Trading Policy and the Award/Share Hedging Policy are available on the Company's website at www.adbri.com.au.

5 The Board is committed to timely and balanced disclosure and respects the rights of shareholders

5.1 Continuous disclosure

The Company is committed to providing relevant and timely information to its shareholders and to the broader market, in accordance with its obligations under the *Corporations Act 2001* and the ASX continuous disclosure regime.

The Company's Continuous Disclosure Policy is available on the Company's website and sets out guidelines and processes to be followed in order to ensure that the Company's continuous disclosure obligations are met. Material information must not be selectively disclosed prior to being announced to the ASX. These policies and procedures are supplemented by the Shareholder Communications Policy (also published on the Company's website) which includes arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings.

The Company Secretary has been nominated as the person responsible for communicating with the ASX. This role includes responsibility for ensuring compliance with the continuous disclosure requirements and overseeing and coordinating (with the Group Corporate Affairs Adviser) information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

During 2012, the Company commenced a review of the Continuous Disclosure policy, and will consider if amendments are required to the Policy upon the ASX issuing its proposed new Guidance Note on continuous disclosure.

5.2 Communication with shareholders

The Company's website contains copies of annual reports, financial accounts, presentations, media releases and other investor relations publications. All relevant announcements made to the market, and any related information, are also posted on the Company's website.

The Board encourages full participation of shareholders at the Annual General Meeting in order to promote a high level of accountability and discussion of the Company and the Groups strategy and goals.

The external auditor will attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditors' report.

Diversity Report

Adelaide Brighton is committed to the promotion of diversity within our organisation, and recognises that removing barriers to diversity enables us to attract and retain the best people with the appropriate skills to contribute to the continuing success of our business. Our Diversity Policy outlines five core objectives which form the foundations of our approach to diversity and upon which we measure our performance in this area.

An overview of these objectives, and our progress towards achieving these objectives for the 2012 financial year, are set out below:

Objectives	Diversity measures to facilitate achievement of objectives	Progress
To promote a culture of diversity (which includes gender, skills, experience, and cultural background)	• Leadership programs targeted at our female management and frontline employees focussing on their strengths and contribution to the broader workplace to be rolled out across the organisation.	• The programs were well received across the business with 70% of our total female staff in attendance. Follow up training programs planned for 2013.
	• Company-wide training in workplace policies (including diversity, bullying and harassment, Equal Employment Opportunity).	• Employee inductions include information on company policies such as equal employment opportunity and bullying.
	• The Board and Nomination and Remuneration Committee review Adelaide Brighton's diversity achievements relative to the industry structure in which the Company operates.	• In 2012, the Board and Nomination and Remuneration Committee discussed the Company's diversity measures and the need to develop a positive workplace culture.
To ensure that recruitment and selection processes are based on merit	• Internal review of Adelaide Brighton's recruitment practices and systems to ensure that employment decisions are made without regard to factors that are not applicable to the inherent requirements of a position and that unconscious gender bias does not influence outcomes.	• Recruitment mentoring training continues across the business with a view to eliminate any unconscious bias that may occur. • Selection of recruitment agencies employed by Adelaide Brighton is based on their commitment to providing diverse candidate pools.
To provide talent management and development opportunities for all employees	• Ongoing talent recognition and in-house leadership programs for employees.	• Various development programs provided for recognised employees and tailored to individual needs ranging from external training and education, mentoring and/or specific on the job training.
	• Sponsor or encourage professional networking, coaching and mentoring programs to give female employees the opportunity to connect with other professionals.	• Where identified, these programs are supported across the organisation.
	• Sponsor MBA or post-graduate studies for high potential female employees.	• Adelaide Brighton supports external study and development for high potential employees.

To provide talent management and development opportunities for all employees (cont'd)	• In recognition of the low numbers of females entering into engineering and manufacturing vocations: – implement programs designed to engage female graduate engineers; – offer undergraduate scholarship opportunities and sponsor vacation work programs to engage female students who are entering tertiary education to consider engineering as a career option; and – strive for gender balance in the recruitment of graduates each year	• Continued sponsorship of the Women in Engineering program at the University of Wollongong in 2012 that provides both a financial benefit and work placement opportunity. • In 2012, equal numbers of male and female graduates were offered positions. • The Company has attended career expos at Curtin University, the University of Adelaide and the University of Wollongong and sponsored Engineering awards at Wollongong University.
To reward and remunerate fairly	• Adelaide Brighton has a policy to provide equal pay for equal work. • As part of the annual salary review process, Adelaide Brighton undertakes a review of pay parity. • Pay parity is also considered at the time of hiring new employees, to eliminate potential gaps in pay arising from hiring decisions.	• The gender pay parity review was completed in 2012 as part of Adelaide Brighton's annual remuneration review processes.
To provide flexible work practices	• Adelaide Brighton seeks to provide suitable working arrangements for employees returning from maternity leave. • Flexible working arrangements are available to all employees under our flexible work policy, to recognise that employees may have different domestic responsibilities throughout their career. This includes opportunities to work part time and from home or a remote location. • We also offer 12 weeks' paid parental leave for the primary carer. • Formal review of all part time work arrangements to ensure roles are appropriate to maintain career development.	• Of the women who commenced and finished maternity leave in 2012, 100% have returned to work in either a full or part time capacity.

Adelaide Brighton is committed to the regular review of its objectives to ensure that these continue to be appropriate and relevant. The Board is committed to build upon the achievements to date and reinforce the continued efforts in promoting and cultivating a culture of diversity and inclusiveness.

The proportion of women across Adelaide Brighton's workforce is reflective of the generally low level of female representation in the building, manufacturing and construction materials industries in which we operate. We recognise that the available pool of female candidates in engineering roles relevant to our business operations is limited, and this impacts our ability to increase the number of female new hires in the short term. In an effort to make our company (and industry) more attractive to women, we have focussed on measures designed to increase the proportion of female graduates and to support the leadership development of female employees who are recognised as having future potential. We believe that, over time, our diversity objectives and measures will achieve an improvement in the level of female representation across the organisation.

The following table shows the proportional representation of women employees at various levels within the Adelaide Brighton Group (as at 31 December 2012):

Board	16%
Senior Executives (KMP's)	14%
Senior Managers **(Direct reports to KMP's)**	18%
Total workforce	12%

A copy of Adelaide Brighton's Diversity Policy is available in the corporate governance section of Adelaide Brighton's website.

Income statement

For the year ended 31 December 2012

	Notes	Consolidated **2012** **$ million**	 2011 $ million
Revenue from continuing operations	3	**1,176.2**	1,100.4
Cost of sales		**(716.1)**	(681.0)
Freight and distribution costs		**(187.2)**	(161.6)
Gross profit		**272.9**	257.8
Other income	3	**9.7**	12.4
Marketing costs		**(22.0)**	(25.8)
Administration costs		**(62.7)**	(51.0)
Finance costs	4	**(18.9)**	(19.4)
Other expenses		**-**	(3.3)
Share of net profits of joint ventures and associate accounted for using the equity method	11(c)	**30.2**	35.7
Profit before income tax		**209.2**	206.4
Income tax expense	5(a)	**(55.1)**	(58.0)
Profit for the year		**154.1**	148.4
Profit attributable to:			
Owners of the Company		**154.2**	148.4
Non-controlling interests		**(0.1)**	-
		154.1	148.4
		Cents	Cents
Earnings per share for profit from continuing operations attributable to the ordinary equity holders of the Company:			
Basic earnings per share	37	**24.2**	23.3
Diluted earnings per share	37	**24.0**	23.2

The above income statement should be read in conjunction with the accompanying notes.

Statement of comprehensive income
For the year ended 31 December 2012

	Notes	Consolidated **2012** **$ million**	2011 $ million
Profit for the year		**154.1**	148.4
Other comprehensive income			
Actuarial gains / (losses) on retirement benefit obligation	23(d)	**0.3**	(8.8)
Exchange differences on translation of foreign operations		**-**	-
Income tax relating to components of other comprehensive income	5(c)	**(0.1)**	2.5
Other comprehensive income for year, net of tax		**0.2**	(6.3)
Total comprehensive income for the year		**154.3**	142.1
Total comprehensive income for the year attributable to:			
Owners of the Company		**154.4**	142.1
Non-controlling interests		**(0.1)**	-
Total comprehensive income for the year		**154.3**	142.1

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Balance sheet

As at 31 December 2012

	Notes	Consolidated **2012** **$ million**	 2011 $ million
Current assets			
Cash and cash equivalents	6	**7.0**	11.0
Trade and other receivables	7	**169.6**	168.9
Inventories	8	**138.7**	127.9
Carbon units	15(b)	**48.0**	-
		363.3	307.8
Assets classified as held for sale	9	**1.9**	-
Total current assets		**365.2**	307.8
Non-current assets			
Receivables	10	**29.6**	27.2
Investments accounted for using the equity method	11	**132.1**	97.2
Property, plant and equipment	12	**901.4**	851.0
Intangible assets	14	**184.9**	183.0
Carbon units	15(b)	**3.5**	-
Total non-current assets		**1,251.5**	1,158.4
Total assets		**1,616.7**	1,466.2
Current liabilities			
Trade and other payables	16	**94.5**	98.5
Borrowings	17	**20.0**	0.7
Current tax liabilities		**7.7**	8.2
Provisions	18	**26.0**	21.7
Provision for carbon emissions	15(b)	**25.2**	-
Other liabilities	19	**19.5**	4.6
Total current liabilities		**192.9**	133.7
Non-current liabilities			
Borrowings	20	**299.3**	258.7
Deferred tax liabilities	21	**67.7**	70.7
Provisions	22	**31.2**	35.0
Retirement benefit obligations	23(b)	**9.0**	10.9
Provision for carbon emissions	15(b)	**8.4**	-
Other non-current liabilities		**0.1**	0.1
Total non-current liabilities		**415.7**	375.4
Total liabilities		**608.6**	509.1
Net assets		**1,008.1**	957.1
Equity			
Contributed equity	24	**696.6**	694.6
Reserves	25(a)	**2.1**	2.3
Retained earnings	25(b)	**306.6**	257.3
Capital and reserves attributable to owners of the Company		**1,005.3**	954.2
Non-controlling interests		**2.8**	2.9
Total equity		**1,008.1**	957.1

The above balance sheet should be read in conjunction with the accompanying notes.

Statement of changes in equity
For the year ended 31 December 2012

Consolidated	Notes	Attributable to owners of Adelaide Brighton Ltd					
		Contributed equity $ million	**Reserves $ million**	**Retained earnings $ million**	**Total $ million**	**Non-controlling interests $ million**	**Total equity $ million**
Balance at 1 January 2012		**694.6**	**2.3**	**257.3**	**954.2**	**2.9**	**957.1**
Profit for the year		**-**	**-**	**154.2**	**154.2**	**(0.1)**	**154.1**
Other comprehensive income		**-**	**-**	**0.2**	**0.2**	**-**	**0.2**
Total comprehensive income for the year		**-**	**-**	**154.4**	**154.4**	**(0.1)**	**154.3**
Transactions with owners in their capacity as owners:							
Dividends provided for or paid	26	**-**	**-**	**(105.1)**	**(105.1)**	**-**	**(105.1)**
Executive performance share plan	24	**2.0**	**(0.2)**	**-**	**1.8**	**-**	**1.8**
		2.0	**(0.2)**	**(105.1)**	**(103.3)**	**-**	**(103.3)**
Balance at 31 December 2012		**696.6**	**2.1**	**306.6**	**1,005.3**	**2.8**	**1,008.1**
Balance at 1 January 2011		692.7	2.6	236.0	931.3	3.0	934.3
Profit for the year		-	-	148.4	148.4	-	148.4
Other comprehensive income		-	-	(6.3)	(6.3)	-	(6.3)
Total comprehensive income for the year		-	-	142.1	142.1	-	142.1
Transactions with owners in their capacity as owners:							
Dividends provided for or paid	26	-	-	(120.8)	(120.8)	(0.1)	(120.9)
Executive performance share plan	24	1.9	(0.3)	-	1.6	-	1.6
		1.9	(0.3)	(120.8)	(119.2)	(0.1)	(119.3)
Balance at 31 December 2011		694.6	2.3	257.3	954.2	2.9	957.1

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of cash flows

For the year ended 31 December 2012

	Notes	Consolidated 2012 $ million	2011 $ million
Cash flows from operating activities			
Receipts from customers (inclusive of goods and services tax)		**1,290.1**	1,189.0
Payments to suppliers and employees (inclusive of goods and services tax)		**(1,065.4)**	(993.1)
Distributions received		**24.0**	26.2
Interest received		**2.5**	2.4
Other income		**4.3**	9.7
Interest paid		**(18.8)**	(17.3)
Income taxes paid		**(54.9)**	(65.6)
Income taxes refunded		**4.7**	-
Net cash inflow from operating activities	36	**186.5**	151.3
Cash flows from investing activities			
Payments for property, plant, equipment and intangibles		**(120.6)**	(91.3)
Payments for acquisition of businesses, net of cash acquired		**-**	(47.6)
Payments for acquisition of interest in associate	11	**(28.7)**	-
Proceeds from sale of property, plant and equipment		**3.2**	1.6
Loans to joint venture entities		**(2.4)**	-
Repayment of loans from joint venture entities		**-**	3.2
Net cash (outflow) from investing activities		**(148.5)**	(134.1)
Cash flows from financing activities			
Proceeds from issuance of shares		**3.3**	3.7
Proceeds from borrowings		**59.8**	109.0
Dividends paid to Company's shareholders	26	**(105.1)**	(120.8)
Dividends paid to non-controlling interests in subsidiaries		**-**	(0.1)
Net cash (outflow) from financing activities		**(42.0)**	(8.2)
Net(decrease) increase in cash and cash equivalents		**(4.0)**	9.0
Cash and cash equivalents at the beginning of the financial year		**11.0**	2.0
Cash and cash equivalents at the end of year	6	**7.0**	11.0

The above statement of cash flows should be read in conjunction with the accompanying notes.

1 Summary of significant accounting policies

Adelaide Brighton Ltd (the Company) is a company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX).

The financial report was authorised for issue by the Directors on 7 March 2013. The Directors have the power to amend and reissue the financial statements.

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below.

With the exception of the introduction of an accounting policy for carbon emissions (note 1(ab)), these policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Adelaide Brighton Ltd and its subsidiaries.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. The Company is a for-profit entity for the purpose of preparing the financial statements.

Comparative information has been re-stated to reflect the current year classification of expenses in the Income Statement and cash flow definitions in the Statement of Cash Flows.

Historical cost convention
These financial statements have been prepared under the historical cost convention, except for the circumstances when fair value method has been applied as detailed in the accounting policies below.

Compliance with IFRS
The consolidated financial statements of Adelaide Brighton Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(b) Principles of consolidation

(i) Subsidiaries
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries controlled by Adelaide Brighton Ltd as at 31 December 2012 and the results of all subsidiaries for the year then ended. The Company and its subsidiaries together are referred to in this financial report as “the Group”.

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group (refer to note 1(h)).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(ii) Employee Share Trust
The Group has formed a trust to administer the Group’s employee share scheme. The company that acts as the Trustee is consolidated as the company is controlled by the Group. The Adelaide Brighton employee share plan trust is not consolidated as it is not controlled by the Group.

(iii) Joint venture and associate entities
The interest in joint ventures and associates is accounted for using the equity method, after initially being recorded at cost. Under the equity method, the share of the profits or losses of the joint venture or associate is recognised in the income statement, and the share of post-acquisition movements in reserves is recognised in other comprehensive income. Profits or losses on transactions establishing the joint ventures and associates and transactions with the joint venture and associate are eliminated to the extent of the Group’s ownership interest until such time as they are realised by the joint ventures or associate on consumption or sale, unless they relate to an unrealised loss that provides evidence of the impairment of an asset transferred.

1 Summary of significant accounting policies (continued)

(b) Principles of consolidation (continued)

(iv) Non-controlling interests
Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement and balance sheet respectively. The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. For purchases from or sales to non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is deducted from equity.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director.

(d) Foreign currency translation

(i) Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Adelaide Brighton Ltd's functional and presentation currency.

(ii) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

(iii) Foreign operations
The results and financial position of all the foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, a proportionate share of such exchange differences is reclassified to profit or loss, as part of the gain or loss on sale where applicable.

(e) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid. Revenue is recognised for the major business activities as follows:

(i) Sales revenue
Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is considered probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Sales of services are recognised in the accounting period in which the services are rendered.

(ii) Deferred income
Income received in advance in relation to contracts is deferred in the balance sheet and recognised as income on a straight-line basis over the period of the contract.

(iii) Interest income
Interest income is recognised using the effective interest rate method.

1 Summary of significant accounting policies (continued)

(e) Revenue recognition (continued)

(iv) Dividends
Dividends are recognised as revenue when the right to receive payment is established.

(f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit and loss, except to the extent it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Tax consolidation
Adelaide Brighton Ltd and its wholly owned Australian subsidiaries implemented the tax consolidation legislation as of 1 January 2004. Adelaide Brighton Ltd, as the head entity in the tax consolidated group, recognises current tax liabilities and tax losses (subject to meeting the "probable test") relating to all transactions, events and balances of the tax consolidated group as if those transactions, events and balances were its own.

The entities in the tax consolidated group are part of a tax sharing agreement which, in the opinion of the Directors, limits the joint and several liability of the wholly-owned entities in the case of default by the head entity, Adelaide Brighton Ltd. Amounts receivable or payable under an accounting tax sharing agreement with the tax consolidated entities are recognised separately as tax-related amounts receivable or payable. Expenses and revenues arising under the tax sharing agreement are recognised as a component of income tax expense.

The wholly-owned entities fully compensate Adelaide Brighton Ltd for any current tax payable assumed and are compensated by Adelaide Brighton Ltd for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Adelaide Brighton Ltd under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

Individual tax consolidated entities recognise tax expenses and revenues and current and deferred tax balances in relation to their own taxable income, temporary differences and tax losses using the separate taxpayer within the group method. Entities calculate their current and deferred tax balances on the basis that they are subject to tax as part of the tax consolidated group.

Deferred tax balances relating to assets that had their tax values reset on joining the tax consolidated group have been remeasured based on the carrying amount of those assets in the tax consolidated group and their reset tax values. The adjustment to these deferred tax balances is recognised in the consolidated financial statements against income tax expense.

1 Summary of significant accounting policies (continued)

(g) Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(h) Business combinations

The acquisition method of accounting is used to account for all business combinations, including business combinations involving equities or businesses under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the income statement.

(i) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(j) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

1 Summary of significant accounting policies (continued)

(k) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful receivables. Trade receivables are typically due for settlement no more than 30 to 45 days from the end of the month of invoice.

The collectibility of trade receivables is reviewed regularly. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the estimated cash flows. Cash flows relating to short term receivables are not discounted if the effect of discounting is immaterial.

The amount of the provision is recognised in the income statement. When a trade receivable for which a provision for doubtful receivables has been recognised becomes uncollectible in a subsequent period, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against expenses in the income statement.

(l) Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(m) Financial assets

The Group classifies its financial assets in the following categories: loans and receivables, and financial assets at fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

(ii) Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets where they are expected to be realised within 12 months of balance sheet date.

(n) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. Derivative instruments entered into by the Group do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the income statement and are included in income or finance expense.

1 Summary of significant accounting policies (continued)

(o) Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale and stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

An impairment loss is recognised for any initial or subsequent write down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

(p) Property, plant and equipment

Property, plant and equipment are shown at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

(i) Mineral reserves
Mineral reserves are amortised based on annual extraction rates over the estimated life of the reserves. The remaining useful life of each asset is reassessed at regular intervals. Where there is a change during the period to the useful life of the mineral reserve, amortisation rates are adjusted prospectively from the beginning of the reporting period.

(ii) Complex assets
The costs of replacing major components of complex assets are depreciated over the estimated useful life, generally being the period until next scheduled replacement.

(iii) Leasehold property
The cost of improvements to or on leasehold properties is amortised over the unexpired period of the lease or the estimated useful life, whichever is the shorter. Amortisation is over 5 – 30 years.

(iv) Other fixed assets
Freehold land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or deemed cost amounts, over their estimated useful lives, as follows:

- Buildings 20 – 40 years
- Plant and equipment 3 – 40 years
- Leased plant and equipment 6 – 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(i)). Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

(q) Intangible assets

(i) Goodwill
Goodwill is measured as described in note 1(h). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of joint ventures is included in investments in joint ventures.

Summary of significant accounting policies (continued)

(q) Intangible assets (continued)

Goodwill is not amortised. Instead, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units which are expected to benefit from the business combination in which the goodwill arose, for the purpose of impairment testing. Each of those cash-generating units are consistent with the Group's reporting segments.

(ii) Lease rights
Lease rights acquired have a finite useful life. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives, which varies from 2 to 20 years.

(iii) IT development and software

Costs incurred in developing products or systems and costs incurred in acquiring software and licences that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of materials and service and direct payroll and payroll related costs of employees' time spent on the project. Amortisation is calculated on a straight-line basis over periods generally ranging from 5 to 10 years.

IT development costs include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

(r) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

(s) Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

(t) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 - 60 days of recognition.

(u) Provisions

Provisions are recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(i) Dividends
Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the period but not distributed at balance date.

(ii) Workers' compensation
Certain entities within the Group are self insured for workers compensation purposes. For self-insured entities, provision is made that covers accidents that have occurred and have been reported together with an allowance for incurred but not reported claims. The provision is based on an actuarial assessment.

1 Summary of significant accounting policies (continued)

(u) Provisions (continued)

(iii) Restructuring costs
Liabilities arising directly from undertaking a restructuring program, not in connection with the acquisition of an entity, are recognised when a detailed plan has been developed, implementation has commenced, by entering into binding sales agreement or making detailed public announcements such that the affected parties are in no doubt that the restructuring program will proceed. The cost of a restructuring program provided for is the estimated future cash flows from implementation of the plan.

(iv) Provisions for close down and restoration costs
Close down and restoration costs include the dismantling and demolition of infrastructure and the removal of residual materials and remediation of disturbed areas. Provisions for close down and restoration costs do not include any additional obligations which are expected to arise from future disturbance. The costs are estimated on the basis of a closure plan. The cost estimates are reviewed annually during the life of the operation, based on the net present value of estimated future costs.

Estimate changes resulting from new disturbance, updated cost estimates, changes to the lives of operations and revisions to discount rates are capitalised within property, plant and equipment. These costs are then depreciated over the lives of the assets to which they relate.

The amortisation or 'unwinding' of the discount applied in establishing the net present value of provisions is charged to the income statement in each accounting period. The amortisation of the discount is shown in finance costs.

(v) Employee benefits

(i) Short-term obligations
Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave and accumulating sick leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

(ii) Other long-term employee benefit obligations
The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(iii) Retirement benefit obligations
Except those employees that opt out of the Group's superannuation plan, all employees of the Group are entitled to benefits from the Group's superannuation plan on retirement, disability or death. The Group has a defined benefit section and defined contribution section within its plan. The defined benefit section provides defined lump sum benefits on retirement, death, disablement and withdrawal, based on years of service and final average salary. The defined benefit plan section is closed to new members. The defined contribution section receives fixed contributions from Group companies and the Group's legal or constructive obligation is limited to these contributions.

A liability or asset in respect of defined benefit superannuation plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the superannuation fund's assets at that date and any unrecognised past service cost.

The present value of the defined benefit obligation is based on expected future payments, which arise from membership of the fund to the reporting date, calculated annually by independent actuaries using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, outside profit or loss directly in the statement of comprehensive income.

1 Summary of significant accounting policies (continued)

(v) Employee benefits (continued)

(iii) Retirement benefit obligations (continued)
Past service costs are recognised immediately in profit or loss, unless the changes to the superannuation fund are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

Contributions to the defined contribution fund are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Share-based payments
Share-based compensation benefits are provided to executives via the Adelaide Brighton Ltd Executive Performance Share Plan ("the Plan").

The fair value of Awards granted under the Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the Awards.

The fair value at grant date is independently determined using a pricing model that takes into account the exercise price, the term of the Award, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the Award, the share price at grant date, the expected dividend yield and the risk-free interest rate for the term of the Award.

The fair value of the Awards granted excludes the impact of any non-market vesting conditions (e.g. earnings per share). Non-market vesting conditions are included in assumptions about the number of Awards that are expected to become exercisable. At each balance sheet date, the entity revises its estimate of the number of Awards that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in the income statement with a corresponding entry to equity.

The Plan is administered by the Adelaide Brighton employee share plan trust; see note 1(b)(ii).

(v) Short-term incentives
The Group recognises a liability and an expense for short-term incentives available to certain employees on a formula that takes into consideration agreed performance targets. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Termination benefits
Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

(w) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, for the purpose of acquisition of a business, are not included in the cost of the acquisition as part of the purchase consideration.

(x) Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assuming conversion of all dilutive potential ordinary shares.

1 Summary of significant accounting policies (continued)

(y) Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest one hundred thousand dollar, unless otherwise stated.

(z) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(aa) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the amount initially recognised less cumulative amortisation, where appropriate.

(ab) Carbon Accounting

An entity within the Group is a Liable Entity under the Clean Energy Legislation (the Scheme) and also qualifies for assistance under the Jobs and Competitiveness Program (JCP). The Group is required to surrender eligible emission units to the Clean Energy Regulator (the Regulator) for covered emissions, while units are available based upon production volumes of eligible products.

(i) Provision for Carbon Emissions

Where a facility is anticipated to produce covered emissions in excess of the threshold in an assessment year, a provision is recognised for the cost of eligible emission units as covered emissions are emitted. A provision for unit shortfall charges is recognised at the time a shortfall in units surrendered to the Regulator occurs or at the time a shortfall has been identified. The provision is recognised in the income statement as incurred unless qualifying for an alternative treatment under another accounting standard or policy.

The measurement of the provision for carbon emissions is in accordance with the Group's accounting policy for provisions, see note 1(u).

(ii) Carbon Unit Asset

An asset is recognised at fair value for JCP units as they are received or become receivable. Units received in advance are recognised as deferred income and released to the income statement as eligible production activity is undertaken.

During the initial fixed price period of the Clean Energy Legislation, units purchased from the Regulator are automatically surrendered to the Regulator as a remission of liability under the scheme and are recognised as a reduction of the provision for carbon emissions.

Carbon units are classified into current and non-current based upon the anticipated timing of disposal of the unit, either through remission of liability under the Scheme or sale.

1 Summary of significant accounting policies (continued)

(ac) Parent entity financial information

The financial information for the parent entity, Adelaide Brighton Limited ("the Company"), disclosed in note 40 has been prepared on the same basis as the consolidated financial statements, except as set out below.

(i) Investments in subsidiaries, associates and joint venture entities
Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of the Company. Such investments include both investments in shares issued by the subsidiary and other parent entity interests that in substance form part of the parent entity's investment in the subsidiary. These include investments in the form of interest-free loans which have no fixed repayment terms and which have been provided to subsidiaries as an additional source of long term capital. Trade amounts receivable from subsidiaries in the normal course of business and other amounts advanced on commercial terms and conditions are included in receivables. Dividends received from associates are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

(ii) Tax consolidation legislation
The Company and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The Company and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate the Company for any current tax payable assumed and are compensated by Adelaide Brighton Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Adelaide Brighton Limited under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

(iii) Financial guarantees
Where the Company has provided financial guarantees in relation to loans and payables of subsidiaries for no compensation, the fair values of these guarantees are accounted for as contributions and recognised as part of the cost of the investment.

(iv) Share based payments
The grant by the Company of options over its equity instruments to employees of subsidiary undertakings in the Group is treated as a receivable from that subsidiary undertaking.

1 Summary of significant accounting policies (continued)

(ad) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2012 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below.

AASB 9 ***Financial Instruments*****, AASB 2009-11** ***Amendments to Australian Accounting Standards arising from AASB 9*** **, AASB 2010-7** ***Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)*** **and AASB 2012-6** ***Amendments to Australian Accounting Standards - Mandatory Effective Date of AASB 9 and Transition Disclosures*** (effective for annual reporting periods beginning on or after 1 January 2015)

AASB 9 *Financial Instruments* addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption. When adopted, the standard will not have a material impact on the financial statements. The Group has not yet decided when to adopt AASB 9.

AASB 1053 ***Application of Tiers of Australian Accounting Standards*** **and AASB 2010-2** ***Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements*** (effective 1 July 2013)

On 30 June 2010 the AASB officially introduced a revised differential reporting framework in Australia. Under this framework, a two-tier differential reporting regime applies to all entities that prepare general purpose financial statements. The Company is listed on the ASX and is therefore not eligible to adopt the new Australian Accounting Standards – Reduced Disclosure Requirements. As a consequence, the two standards will have no impact on the financial statements of the Group.

AASB 10 ***Consolidated Financial Statements,*** **AASB 11** ***Joint Arrangements,*** **AASB 12** ***Disclosure of Interests in Other Entities*****, revised AASB 127** ***Separate Financial Statements*** **and AASB 128** ***Investments in Associates and Joint Ventures*****, AASB 2011-7** ***Amendments to Australian Accounting Standards arising from the Consolidation and Joint Arrangements Standards*** **and AASB 2012-10** ***Amendments to Australian Accounting Standards - Transition guidance and other Amendments*** (effective 1 January 2013)

In August 2011, the AASB issued a suite of five new and amended standards which address the accounting for joint arrangements, consolidated financial statements and associated disclosures.

AASB 10 replaces all of the guidance on control and consolidation in AASB 127 *Consolidated and Separate Financial Statements,* and Interpretation 12 *Consolidation – Special Purpose Entities.* The core principle that a consolidated entity presents a parent and its subsidiaries as if they are a single economic entity remains unchanged, as do the mechanics of consolidation. However, the standard introduces a single definition of control that applies to all entities. It focuses on the need to have both power and rights or exposure to variable returns before control is present. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. There is also new guidance on participating and protective rights and on agent/principal relationships.

AASB 11 introduces a principles based approach to accounting for joint arrangements. The focus is no longer on the legal structure of joint arrangements, but rather on how rights and obligations are shared by the parties to the joint arrangement. Based on the assessment of rights and obligations, a joint arrangement will be classified as either a joint operation or joint venture. Joint ventures are accounted for using the equity method, and the choice to proportionately consolidate will no longer be permitted. Parties to a joint operation will account their share of revenues, expenses, assets and liabilities in much the same way as under the previous standard. AASB 11 also provides guidance for parties that participate in joint arrangements but do not share joint control.

AASB 12 sets out the required disclosures for entities reporting under the two new standards, AASB 10 and AASB 11, and replaces the disclosure requirements currently found in AASB 128. Application of this standard by the Group will not affect any of the amounts recognised in the financial statements, but will impact the type of information disclosed in relation to the Group's investments.

AASB 127 is renamed *Separate Financial Statements* and is now a standard dealing solely with separate financial statements. Application of this standard by the Group will not affect any of the amounts recognised in the financial statements.

Amendments to AASB 128 provide clarification that an entity continues to apply the equity method and does not remeasure its retained interest as part of ownership changes where a joint venture becomes an associate, and vice versa. The amendments also introduce a "partial disposal" concept.

1 Summary of significant accounting policies (continued)

(ad) New accounting standards and interpretations (continued)

Application of the standards is not anticipated to have a material impact on the financial statements. The Group will adopt the new standards from1 January 2013, therefore they will be applied in the financial statements for the annual reporting period ending 31 December 2013.

AASB 13 *Fair Value Measurement* and AASB 2011-8 *Amendments to Australian Accounting Standards arising from AASB 13* (effective 1 January 2013)

AASB 13 was released in September 2011. It explains how to measure fair value and aims to enhance fair value disclosures. The Group does not use fair value measurements extensively. It is therefore unlikely that the new rules will have a significant impact on any of the amounts recognised in the financial statements. However, application of the new standard will impact the type of information disclosed in the notes to the financial statements. The Group will adopt the new standard from its operative date, which means that it will be applied in the annual reporting period ending 31 December 2013.

Revised AASB 119 *Employee Benefits,* AASB 2011-10 *Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)* and AASB 2011-11 *Amendments to AASB 119 (September 2011) arising from Reduced Disclosure Requirements* (effective 1 January 2013)

In September 2011, the AASB released a revised standard on accounting for employee benefits. It requires the recognition of all re-measurements of defined benefit liabilities/assets immediately in other comprehensive income (removal of the so-called 'corridor' method) and the calculation of a net interest expense or income by applying the discount rate to the net defined benefit liability or asset. This replaces the expected return on plan assets that is currently included in profit or loss. The standard also introduces a number of additional disclosures for defined benefit liabilities/assets and could affect the timing of the recognition of termination benefits. The amendments will have to be implemented retrospectively. The application of the standard will not have a material impact on the financial statements. The Group will adopt the new standard when it becomes operative, being from 1 January 2013.

AASB 2011-9 *Amendments to Australian Accounting Standards – Presentation of Items of Other Comprehensive Income*(effective 1 July 2012)

In September 2011, the AASB made an amendment to AASB 101 *Presentation of Financial Statements* which requires entities to separate items presented in other comprehensive income into two groups, based on whether they may be recycled to profit or loss in the future. This will not affect the measurement of any of the items recognised in the balance sheet or the profit or loss in the current period. The Group intends to adopt the new standard from 1 January 2013.

AASB 2011-4 *Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements* (effective 1 July 2013)

In July 2011 the AASB decided to remove the individual key management personnel (KMP) disclosure requirements from AASB 124 *Related Party Disclosures*, to achieve consistency with the international equivalent standard and remove a duplication of the requirements with the *Corporations Act 2001*. While this will reduce the disclosures that are currently required in the notes to the financial statements, it will not affect any of the amounts recognised in the financial statements. The amendments apply to reporting periods beginning from 1 July 2013 and cannot be adopted early.

AASB Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine* and AASB 2011-12 *Amendments to Australian Accounting Standards arising from Interpretation 20* (effective 1 January 2013)

Interpretation 20 sets out the accounting for overburden waste removal (stripping) costs in the production phase of a mine (quarry). It states that these costs can only be recognised as an asset if they can be attributed to an identifiable component of the ore body (reserve), the costs relating to the improved access to that component can be measured reliably and it is probable that future economic benefits associated with the stripping activity (improved access to the reserve) will flow to the entity. The costs will be amortised over the life of the identified component of the reserve. This is different to the Group's current accounting policy which is to capitalise stripping costs and amortise the costs at a specific rate over the life of the quarry. The interpretation must applied retrospectively and the Group will have to write off existing stripping cost asset balances to retained earnings on the date of transition, unless they relate to an identifiable component of the reserve. Management estimates that the total amount capitalised as at 31 December 2012 of $4.2 million will need to be written off, reducing total assets and retained earnings by the appropriate after tax amounts.

The group will adopt the interpretation from 1 January 2013.

1 Summary of significant accounting policies (continued)

(ad) New accounting standards and interpretations (continued)

AASB 2012-3 *Amendments to Australian Accounting Standard - Offsetting Financial Assets and Financial Liabilities* and AASB 2012-2 *Disclosures -Offsetting Financial Assets and Financial Liabilities* (effective 1 January 2014 and 1 January 2013 respectively)

In June 2012, the AASB approved amendments to the application guidance in AASB 132 *Financial Instruments: Presentation,* to clarify some of the requirements for offsetting financial assets and financial liabilities in the balance sheet. These amendments are effective from 1 January 2014. They are unlikely to affect the accounting for any of the Group's current offsetting arrangements. However, the AASB has also introduced more extensive disclosure requirements into AASB 7 which will apply from 1 January 2013. When they become applicable, the Group will have to provide a number of additional disclosures in relation to its offsetting arrangements. The Group intends to apply the new rules for the first time in the financial year commencing 1 January 2013.

AASB 2012-5 *Amendments to Australian Accounting Standard arising from Annual Improvements 2009-2011 cycle* (effective for annual periods beginning on or after 1 January 2013)

In June 2012, the AASB approved a number of amendments to Australian Accounting Standards as a result of the 2009-2011 annual improvements project. The Group will apply the amendments from 1 January 2013. Management does not believe that the application of the standard will have a material impact on the financial statements.

2 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that are significant to the carrying amounts of assets and liabilities in the next financial year are discussed below.

(a) Provisions for close down and restoration costs

Restoration provisions are based on estimates of the cost to rehabilitate currently disturbed areas based on current costs and legislative requirements. The Group progressively rehabilitates as part of the mining process. Cost estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The detailed accounting treatment is set out in note 1(u)(iv).

Provisions for close down and restoration costs at the end of the year was $32.2m (2011: $32.1m).

(b) Impairment of assets

The Group tests annually whether goodwill, other intangible assets with an indefinite life and other non-current assets have suffered any impairment, in accordance with the accounting policies stated in notes 1(i) and 1(q). The recoverable amounts of cash generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions. For detailed assumptions refer to note 14.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3 Revenue and other income

	Consolidated	
	2012	2011
	$ million	$ million
Revenue from continuing operations		
Sales of goods	**1,173.2**	1,096.8
Interest from joint ventures	**0.9**	1.2
Interest from other parties	**1.6**	1.2
Royalties	**0.5**	1.2
	1,176.2	1,100.4
Other income		
Insurance recovery	**0.2**	2.4
Fair value accounting gain on prior year acquisition	**7.6**	-
Other income	**1.9**	10.0
	9.7	12.4
Revenue and other income (excluding share of net profits of joint ventures and associate accounted for using the equity method)	**1,185.9**	1,112.8

4 Expenses

	2012 $ million	2011 $ million
Profit before income tax includes the following specific expenses:		
Depreciation		
Buildings	**3.7**	3.4
Plant and equipment	**56.7**	50.8
Mineral reserves	**3.7**	2.7
Total depreciation	**64.1**	56.9
Amortisation of intangibles	**1.1**	0.9
Other charges		
Employee benefits expense	**153.4**	144.5
Operating lease rental charge	**3.5**	2.9
Bad and doubtful debts – trade debtors	**1.1**	0.5
Provision for inventory	**0.3**	0.1
Finance costs		
Interest and finance charges paid / payable	**18.7**	17.2
Unwinding of the discount on restoration provisions and retirement benefit obligation	**2.6**	3.1
Total finance costs	**21.3**	20.3
Amount capitalised (a)	**(2.4)**	(0.9)
Finance costs expensed	**18.9**	19.4

(a) The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the average interest rate applicable to the Group's outstanding borrowings during the year, in this case 5.3% p.a (2011: 6.1% p.a.).

5 Income tax

		Consolidated	
		2012	2011
		$ million	$ million
(a)	**Numerical reconciliation of income tax expense to prima facie tax payable**		
	Profit before income tax expense	**209.2**	206.4
	Tax at the Australian tax rate of 30% (2011: 30%)	**62.8**	61.9
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Non allowable expenses	**0.3**	0.2
	Rebateable dividends	**(5.3)**	(3.5)
	Fair value adjustment	**(2.3)**	-
	Sundry items	**-**	(2.0)
	(Over) / under provided in prior years	**(0.4)**	1.4
	Aggregate income tax expense	**55.1**	58.0
	Aggregate income tax expense comprises:		
	Current taxation provision	**51.0**	50.5
	Net deferred tax (note 13 & 21)	**3.0**	6.1
	Under provided in prior year	**1.1**	1.4
		55.1	58.0
(b)	**Amounts recognised directly in equity**		
	Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss but directly (credited) debited to equity		
	Current tax	**(0.5)**	(0.3)
	Net deferred tax	**(0.1)**	(0.1)
		(0.6)	(0.4)
(c)	**Tax expense (income) relating to items of other comprehensive income**		
	Actuarial gains (losses) on retirement benefit obligation (note 23 (d))	**0.1**	(2.5)
(d)	**Tax losses**		
	Unused tax losses for which no deferred tax asset has been recognised:		
	Capital losses	**17.4**	17.3

This benefit for tax losses will only be obtained if:

(i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised,

(ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation, and

(iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses.

The accounting policy in relation to tax consolidation legislation is set out in note 1(f).

6 Current assets – cash and cash equivalents

	Consolidated	
	2012	2011
	$ million	$ million
Cash at bank and in hand	**5.1**	9.1
Term deposits	**1.9**	1.9
Cash and cash equivalents	**7.0**	11.0

(a) Reconciliation to cash at the end of the year
The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

	2012	2011
Balances as above	**7.0**	11.0
Bank overdrafts	**-**	-
Balances per statement of cash flows	**7.0**	11.0

(b) Risk exposure
The Group's exposure to interest rate risk is discussed in note 27. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

7 Current assets – trade and other receivables

	2012	2011
Trade receivables	**147.2**	145.2
Provision for doubtful receivables	**(0.7)**	(1.8)
	146.5	143.4
Amounts receivable from joint ventures	**14.8**	15.6
Prepayments	**5.5**	6.6
Other receivables	**2.8**	3.3
	169.6	168.9

(a) Past due but not impaired
Included in the Group's trade receivables balance are debtors with a carrying value of $7.7 million (2011: $7.9 million) which are past due but not impaired. The Group has not provided for these amounts as there has not been a significant change in credit quality or the amounts relate to debtors for which there is no recent history of default. The Group believes these amounts are still recoverable. The ageing analysis is as follows: 60 days $7.2 million, over 90 days $0.5 million (2011: 60 days $7.8 million, over 90 days $0.1 million).

(b) Impaired trade receivables
As at 31 December 2012 current trade receivables of the Group with a nominal value of $1.2 million (2011 - $2.3 million) were impaired. The amount of the provision was $0.7 million (2011 - $1.8 million). The individually impaired receivables mainly relate to customers which are in unexpectedly difficult economic situations. It was assessed that a portion of the receivables is expected to be recovered.

The ageing of these receivables is as follows:	Consolidated	
	2012	2011
	$ million	$ million
1 to 3 months	**-**	0.1
3 to 6 months	**0.2**	-
Over 6 months	**1.0**	2.2
	1.2	2.3

Movement in provision for doubtful receivables

	2012	2011
Opening balance at 1 January	**1.8**	2.1
Amounts written off during the year	**(2.2)**	(0.8)
Provision for doubtful receivables recognised during the year	**1.1**	0.5
Closing balance at 31 December	**0.7**	1.8

7 Current assets – trade and other receivables (continued)

(c) Fair value and credit, interest and foreign exchange risk

Due to the short-term nature of these receivables, their carrying value is assumed to approximate their fair value. All receivables are denominated in Australian dollars. Information concerning the fair value and risk management of both current and non-current receivables is set out in note 27.

8 Current assets – inventories

	Consolidated	
	2012	2011
	$ million	$ million
Engineering spare parts stores	**30.4**	27.3
Raw materials and work in progress	**44.7**	42.5
Finished goods	**63.6**	58.1
	138.7	127.9

9 Current assets – assets classified as held for sale

Land & Buildings	**1.9**	-

10 Non-current assets - receivables

Loans to joint ventures	**25.5**	22.3
Other non-current receivables	**4.1**	4.9
	29.6	27.2

Details of the fair values, effective interest rate and credit risk are set out in note 27. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above.

(a) Impaired receivables and receivables past due

None of the non-current receivables are impaired or past due but not impaired.

11 Non-current assets – investments accounted for using the equity method

Interests in joint ventures and associates are accounted for in the Group's financial statements using the equity method and are carried at cost by the respective parent entity.

(a) Carrying amounts

Name of joint venture or associate	Principal activity	Ownership interest		Group's share of Net Assets Consolidated	
		2012	2011	**2012**	2011
		%	%	**$ million**	$ million
Sunstate Cement Ltd	Cement manufacture	**50**	50	**17.9**	18.4
Independent Cement and Lime Pty Ltd	Cement distribution	**50**	50	**46.9**	45.8
E.B. Mawson & Sons Pty Ltd and Lake Boga Quarries Pty Ltd	Concrete and quarries	**50**	50	**33.7**	30.0
Burrell Mining Services JV	Mining industry products	**50**	50	**1.5**	2.0
Batesford Quarry	Quarry products	**50**	50	**1.6**	1.0
Aalborg Portland Malaysia Sdn Bhd	Cement manufacture distribution	**30**	-	**30.5**	-
				132.1	97.2

The Group acquired a 30% interest in Aalborg Portland Malaysia Sdn Bhd (APM) on 5 December 2012 for $28.7 million. APM is a white cement clinker manufacturer based in Ipoh, Malaysia and is considered an associate of the Group.

Each of the above joint ventures and associates is incorporated with the exception of Batesford Quarry and Burrell Mining Services JV which are not incorporated. Except APM which has a 31 December balance date, all have a balance sheet date of 30 June which is different to the Group's balance sheet date of 31 December. Financial reports prepared as at 31 December are used for equity accounting purposes.

	Consolidated	
	2012	2011
	$ million	$ million
(b) Movements in carrying amounts		
Carrying amount at 1 January	**97.2**	87.7
Share of net profits	**30.2**	35.7
Dividends received	**(24.0)**	(26.2)
Acquisition of associate	**28.7**	-
Carrying amount at 31 December	**132.1**	97.2
(c) Share of joint ventures and associates' profits		
Revenues	**279.2**	288.4
Expenses	**(244.0)**	(244.4)
Profit before income tax	**35.2**	44.0
Income tax expense	**(5.0)**	(8.3)
Profit after income tax	**30.2**	35.7
Share of net profit – equity accounted	**30.2**	35.7
Retained profits at 1 January	**42.0**	32.5
Dividends and distributions	**(24.0)**	(26.2)
Share of retained profits at 31 December	**48.2**	42.0

11 Non-current assets – investments accounted for using the equity method (continued)

	Consolidated	
	2012	2011
	$ million	$ million
(d) Summarised financial information of joint ventures and associates		
Current assets	**196.0**	178.1
Non-current assets	**245.8**	194.9
Total assets	**441.8**	373.0
Current liabilities	**(64.3)**	(57.8)
Non-current liabilities	**(141.3)**	(137.5)
Total liabilities	**(205.6)**	(195.3)
Net Assets	**236.2**	177.7
Group's share of joint ventures and associates net assets	**108.2**	88.8
Adjustments arising from equity accounting:		
Goodwill	**24.4**	8.7
Unrealised profit in inventory	**(0.5)**	(0.3)
Carrying value at 31 December	**132.1**	97.2
(e) Share of joint ventures' expenditure commitments		
Lease commitments	**47.6**	41.0
Capital commitments	**6.1**	1.0
	53.7	42.0

(f) Contingent liabilities of the parent entity

An entity that is equity accounted has contingent liabilities amounting to $0.2 million relating to a claim for damages and interest from an action undertaken against their subsidiary.

12 Non-current assets – property, plant and equipment

Consolidated at 31 December 2012

$ million	Freehold land	Buildings	Leasehold property	Plant & equipment	Leased assets	Mineral reserves	Asset retirement cost	In course of con-struction	Total
At cost	130.3	115.3	8.4	1,166.9	-	155.3	7.6	86.1	1,669.9
Accumulated depreciation	-	(47.0)	(1.8)	(695.8)	-	(21.0)	(2.9)	-	(768.5)
Net book amount	**130.3**	**68.3**	**6.6**	**471.1**	**-**	**134.3**	**4.7**	**86.1**	**901.4**
Reconciliations									
Carrying amount at 1 January 2012	125.0	69.6	3.6	451.4	0.8	137.7	3.6	59.3	851.0
Additions	7.2	0.7	3.3	34.6	-		1.4	74.3	121.5
Disposals	-	(0.1)	-	(4.4)	-	(0.2)	-	-	(4.7)
Reclassification	(1.9)	1.8	-	45.9	(0.8)	0.2	-	(47.5)	(2.3)
Depreciation/ amortisation expense	-	(3.7)	(0.3)	(56.4)	-	(3.4)	(0.3)	-	(64.1)
Carrying amount at 31 December 2012	**130.3**	**68.3**	**6.6**	**471.1**	**-**	**134.3**	**4.7**	**86.1**	**901.4**

Consolidated at 31 December 2011

$ million	Freehold land	Buildings	Leasehold property	Plant & equipment	Leased assets	Mineral reserves	Asset retirement cost	In course of con-struction	Total
At cost	125.0	113.1	5.1	1,113.9	1.0	155.4	6.2	59.3	1,579.0
Accumulated depreciation	-	(43.5)	(1.5)	(662.5)	(0.2)	(17.7)	(2.6)	-	(728.0)
Net book amount	**125.0**	**69.6**	**3.6**	**451.4**	**0.8**	**137.7**	**3.6**	**59.3**	**851.0**
Reconciliations									
Carrying amount at 1 January 2011	113.4	61.5	3.8	442.9	0.9	105.1	2.8	30.2	760.6
Acquisition of businesses	6.4	4.9	-	15.3	-	34.9	0.2	-	61.7
Additions	1.4	1.7	-	21.9	-	0.2	0.8	61.7	87.7
Disposals	-	(0.1)	-	(2.0)	-	-	-	-	(2.1)
Reclassification	3.8	5.0	-	23.8	-	-	-	(32.6)	-
Depreciation/ amortisation expense	-	(3.4)	(0.2)	(50.5)	(0.1)	(2.5)	(0.2)	-	(56.9)
Carrying amount at 31 December 2011	**125.0**	**69.6**	**3.6**	**451.4**	**0.8**	**137.7**	**3.6**	**59.3**	**851.0**

13 Non-current assets – deferred tax assets

	Consolidated	
	2012	2011
	$ million	$ million
The balance comprises temporary differences attributable to:		
Share based payment reserve	**1.5**	1.1
Defined benefit obligations	**2.7**	3.3
Provisions	**21.2**	21.0
Other assets	**2.6**	4.0
Tax losses	**1.2**	1.9
Deferred tax assets – before offset	**29.2**	31.3
Offset deferred tax liability (note 21)	**(29.2)**	(31.3)
Net deferred tax assets – after offset	**-**	-
Movements:		
Opening balance at 1 January – before offset	**31.3**	31.7
Recognised in the income statement	**(1.6)**	(2.5)
Recognised in other comprehensive income	**(0.1)**	2.5
Recognised in equity	**0.1**	0.1
Acquired in business combinations	**-**	0.1
(Under) provision in prior year	**(0.5)**	(0.6)
Closing balance at 31 December – before offset	**29.2**	31.3

14 Non-current assets – intangible assets

$ million	Consolidated			
31 December 2012	Goodwill	Software	Other intangibles	Total
Cost	**170.6**	**14.0**	**3.2**	**187.8**
Accumulated amortisation	**-**	**(2.5)**	**(0.4)**	**(2.9)**
Carrying amount at 31 December 2012	**170.6**	**11.5**	**2.8**	**184.9**
Opening balance at 1 January 2012	**170.6**	**9.7**	**2.7**	**183.0**
Additions in current year	**-**	**2.6**	**0.4**	**3.0**
Amortisation charge	**-**	**(0.8)**	**(0.3)**	**(1.1)**
Closing balance at 31 December 2012	**170.6**	**11.5**	**2.8**	**184.9**

$ million	Consolidated			
31 December 2011	Goodwill	Software	Other intangibles	Total
Cost	170.6	11.3	2.8	184.7
Accumulated amortisation	-	(1.6)	(0.1)	(1.7)
Carrying amount at 31 December 2011	170.6	9.7	2.7	183.0
Opening balance at 1 January 2011	170.3	7.0	1.8	179.1
Additions in current year	-	3.5	1.0	4.5
Acquisition of businesses	0.3	-	-	0.3
Amortisation change	-	(0.8)	(0.1)	(0.9)
Closing balance at 31 December 2011	170.6	9.7	2.7	183.0

14 Non-current assets – intangible assets (continued)

(a) Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segments. A segment level summary of the goodwill allocation on a non-aggregation basis is presented below.

	Consolidated	
	2012	2011
	$ million	$ million
Cement and Lime	**131.0**	131.0
Concrete	**30.8**	30.8
Cement, Lime and Concrete CGU	**161.8**	161.8
Concrete Products CGU	**8.8**	8.8
	170.6	170.6

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on 2012 actual results and 2013 financial budgets approved by management. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

(b) Key assumptions used for value-in-use calculations

	Gross margin[1]		Growth rate[2]		Discount rate[3]	
	2012	2011	**2012**	2011	**2012**	2011
	%	%	**%**	%	**%**	%
Cement, Lime and Concrete	**38.3**	36.9	**1.7**	2.0	**10.3**	9.9
Concrete Products	**26.9**	25.5	**1.2**	1.6	**10.3**	9.9

1 Budgeted gross margin (excluding fixed production costs)
2 Weighted average growth rate used to extrapolate cash flows beyond the specific market forecast period of up to 8 years.
3 Pre-tax discount rate applied to cash flow projections

The assumptions have been used for the analysis of each CGU within the business segment. Management determined budgeted gross margin based on the past performance and its expectations for the future. The discount rates used are pre-tax and reflect specific risks relating to relevant segments.

15 Carbon asset and liability

(a) Background

The Federal Government introduced a price on carbon emissions from 1 July 2012 through the introduction of the Clean Energy Legislation (the Scheme). An entity within the Group is a Liable Entity under the Scheme and is required to surrender eligible emission units to the Clean Energy Regulator (the Regulator) in order to satisfy its liability for carbon emissions. The Group is also eligible to receive assistance under the Jobs and Competitiveness Program (JCP), where the Scheme provides units to industries that qualify as Emissions Intensive Trade Exposed.

The Scheme requires entities with operational control of a facility where certain emissions exceed 25,000 tonnes of carbon dioxide equivalence (tCO_2 -e) to remit to the Regulator an equivalent number of eligible emission units to pay for their emissions. Eligible emission units can be purchased from the Regulator, which during the 2012 / 13 year are priced at $23 per unit. During the initial years of the Scheme, restrictions are placed on utilising eligible emission units that are not issued by the Regulator.

The Group has operational control of a large number of facilities across Australia, however as a result of the threshold, only a limited number of sites related to the production of cement clinker and lime are directly liable under the Scheme. The production of cement clinker and lime require energy use to heat raw materials to produce chemical reactions necessary for the manufacturing process. Both the energy use for heat and the chemical reaction produce emissions that are covered by the Scheme.

The accounting policy for carbon is set out in note 1 (ab).

15 Carbon asset and liability (continued)

(a) Background (continued)

The Group is directly liable for certain emissions associated with sites that exceed the threshold. In addition to this, the Group incurs non-direct costs associated with the Scheme as a result of suppliers passing on the cost through higher charges. These costs form part of operating costs such as electricity charges.

(b) Carbon balances recognised

	Consolidated 2012		Consolidated 2011	
	Carbon units million	**$ million**	Carbon units million	$ million
(i) Carbon unit asset				
Carbon units on hand	**2.24**	**51.5**	-	-
Classified as:				
Current	**2.09**	**48.0**	-	-
Non-current	**0.15**	**3.5**	-	-
	2.24	**51.5**	-	-
The movement in carbon unit asset is set out below:				
Opening balance	**-**	**-**	-	-
JCP assistance received	**2.24**	**51.5**	-	-
Closing balance	**2.24**	**51.5**	-	-
(ii) Provision for carbon emissions				
Provision for carbon emissions	**1.46**	**33.6**	-	-
Classified as:				
Current	**1.10**	**25.2**	-	-
Non-current	**0.36**	**8.4**	-	-
	1.46	**33.6**	-	-
The movement in provision for carbon emissions as set out below:				
Opening balance	**-**	-	-	-
Liability for covered emissions	**1.46**	**33.6**	-	-
Closing balance	**1.46**	**33.6**	-	-

16 Current liabilities - trade and other payables

	Consolidated	
	2012 **$ million**	2011 $ million
Trade payables and accruals	**90.1**	93.7
Trade payables - joint ventures	**4.4**	4.8
	94.5	98.5

(a) Risk exposure

Information about the Group's exposure to foreign exchange risk is provided in note 27.

17 Current liabilities – borrowings

	Consolidated	
	2012 **$ million**	2011 $ million
Secured		
Lease liabilities (note 29)	**-**	0.7
Unsecured		
Bank loans	**20.0**	-
	20.0	0.7

Details of the Group's exposure to interest rate changes and fair value of borrowings are set out in note 27.
Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default. The carrying amount of plant and equipment under finance lease is nil (2011 - $0.8 million).

18 Current liabilities – provisions

	Consolidated	
	2012 **$ million**	2011 $ million
Employee benefits	**19.4**	18.0
Workers' compensation	**0.7**	0.6
Restoration provisions	**4.8**	1.8
Other provisions	**1.1**	1.3
	26.0	21.7

Movements in each class of provision during the financial year, other than employee benefits, are set out below.

	Workers' compensation $ million	Restoration provisions $ million	Other provisions $ million
Opening balance at 1 January 2012	0.6	1.8	1.3
Charged to income statement	0.4	-	2.0
Provisions reclassified from non-current	-	3.3	-
Payments	(0.3)	(0.3)	(2.2)
Closing balance at 31 December 2012	0.7	4.8	1.1

19 Current liabilities – other liabilities

	Consolidated	
	2012 **$ million**	2011 $ million
GST liability	**2.9**	2.7
Deferred income – JCP assistance	**16.1**	-
Other liabilities	**0.5**	1.9
	19.5	4.6

20 Non-current liabilities – borrowings

	Consolidated	
	2012	2011
	$ million	$ million
Unsecured		
Bank loans	**299.3**	258.7

Details of the Group's exposure to interest rate changes and fair values of borrowings is set out in note 27.

21 Non-current liabilities – deferred tax liabilities

	Consolidated	
	2012	2011
	$ million	$ million
The balance comprises temporary differences attributable to:		
Property, plant and equipment	**84.2**	88.4
Inventories	**8.9**	8.2
Other	**3.8**	5.4
Deferred tax liabilities – before offset	**96.9**	102.0
Offset deferred tax assets (note 13)	**(29.2)**	(31.3)
Net deferred tax liabilities – after offset	**67.7**	70.7
Movements:		
Opening balance at 1 January – before offset	**102.0**	83.2
Recognised in the income statement	**2.5**	3.6
Acquired in business combinations	**(7.6)**	11.0
Under provision in prior year	**-**	4.2
Closing balance at 31 December – before offset	**96.9**	102.0

22 Non-current liabilities – provisions

Employee benefits	**3.8**	4.7
Restoration provisions	**27.4**	30.3
	31.2	35.0

Movement in each class of provision during the financial year, other than employee benefits, are set out below.

	Restoration provisions $ million
Opening balance at 1 January 2012	**30.3**
Charged to income statement - unwinding of discount to finance costs	**0.5**
Credited to income statement – reassessment of assumptions	**(1.5)**
Additional provision recognised – charged to asset retirement cost	**1.4**
Provisions reclassified to current	**(3.3)**
Closing balance at 31 December 2012	**27.4**

23 Non-current liabilities – retirement benefit obligations

(a) Superannuation plan

The majority of the Company employees are members of the consolidated superannuation entity being the Adelaide Brighton Group Superannuation Plan ("the Plan"), a sub-plan of the Mercer Super Trust ("MST"). The MST is a superannuation master trust arrangement governed by an independent trustee, Mercer Investment Nominees Ltd. The Plan commenced in the MST on 1 August 2001.

Membership is in either the Defined Benefit or Accumulation sections of the Plan. The accumulation section receives fixed contributions from Group companies and the Group's legal or constructive obligation is limited to these contributions. The following sets out details in respect of the defined benefit section only.

Defined benefit members receive lump sum benefits on retirement, death, disablement and withdrawal. The defined benefit section of the Plan is closed to new members. All new members receive accumulation only benefits. During the 12 months to 31 December 2012, all new employees, who are members of this fund, have become members of the accumulation category of the Plan. Employees who are not members of the Plan are in complying superannuation funds as specified by the Enterprise Bargaining Agreements (WA and Victoria Award covered employees) that cover their employment or other complying funds as allowed under the choice of fund provisions.

(b) Balance sheet amounts

	Consolidated	
	2012 **$ million**	2011 $ million
Present value of the defined benefit obligation	**60.0**	60.6
Fair value of defined benefit plan assets	**(51.0)**	(49.7)
Net liability in the balance sheet	**9.0**	10.9

The Group has a legal obligation to make quarterly contributions of $150,000 to finance the deficit with a view to return the Plan to a satisfactory financial position by 30 June 2015.

(c) Reconciliations

	Consolidated	
	2012 **$ million**	2011 $ million
Reconciliation of the present value of defined benefit obligation, which is wholly or partially funded:		
Opening balance at 1 January	**60.6**	55.4
Current service costs	**2.2**	2.0
Interest costs	**2.1**	2.7
Actuarial losses (gains)	**2.0**	3.9
Contributions by plan participants	**1.3**	1.4
Benefits, expenses and insurance premium paid	**(8.2)**	(4.9)
Transfers in	**-**	0.1
Closing balance at 31 December	**60.0**	60.6
Reconciliation of the fair value of defined benefit plan assets		
Opening balance at 1 January	**49.7**	51.2
Expected return on plan assets	**3.3**	3.5
Actuarial gains (losses)	**2.3**	(4.9)
Employer contributions	**2.6**	3.3
Contributions by plan participants	**1.3**	1.4
Benefits, expenses and insurance premium paid	**(8.2)**	(4.9)
Transfers in	**-**	0.1
Closing balance at 31 December	**51.0**	49.7

23 Non-current liabilities – retirement benefit obligations (continued)

(d) Amounts recognised in income statement and statement of comprehensive income

The amounts recognised in the income statement are as follows:

	Consolidated	
	2012	2011
	$ million	$ million
Current service costs	**2.2**	2.0
Interest costs	**2.1**	2.7
Expected return on plan assets	**(3.3)**	(3.5)
Total included in employee benefits expense	**1.0**	1.2
Actual return on plan assets	**5.7**	(1.4)

The amounts recognised in the statement of comprehensive income are as follows:

	2012	2011
Actuarial (gain)/ loss recognised in the year	**(0.3)**	8.8
Cumulative actuarial losses recognised in statement of comprehensive income	**19.2**	19.5

(e) Categories of plan assets

	Consolidated	
	2012	2011
	$ million	$ million
The major categories of plan assets are as follows:		
Australian Equity	**13.3**	13.9
International Equity	**14.8**	14.4
Fixed income	**9.7**	7.0
Property	**7.0**	8.0
Cash	**3.6**	4.0
Other	**2.6**	2.4
	51.0	49.7

(f) Principal actuarial assumptions

The principal actuarial assumptions used were as follows:

	Consolidated	
	2012	2011
	%	%
Discount rate	**2.80**	3.20
Expected return on plan assets	**7.25**	7.25
Future salary increases	**3% then 4.0% pa thereafter**	4.00

The expected rate of return on assets is based on historical and future expectations of returns for each of the major categories of asset classes (equities, property, fixed interest and cash) as well as the expected actual allocation of plan assets to these major categories. This resulted in the selection of a 7.25% rate of return net of tax and expenses. The discount rate used to value the defined benefit obligation is based on the 10 year government bond rate, adjusted to reflect the cash flow profile of the obligation.

(g) Employer contributions

Employer contributions to the defined benefit section of the plan are based on recommendations by the plan's actuary. Actuarial assessments are made at no more than three yearly intervals, and the last assessment was made as at 1 July 2010.

Total employer contributions expected to be paid by Group companies for the year ended 31 December 2013 are $2.5 million.

23 Non-current liabilities – retirement benefit obligations (continued)

(h) Historic summary

	2012 $ million	2011 $ million	2010 $ million	2009 $ million	2008 $ million
Defined benefit obligation	**(60.0)**	(60.6)	(55.4)	(52.1)	(54.9)
Plan assets	**51.0**	49.7	51.2	46.3	42.3
(Deficit) surplus	**(9.0)**	(10.9)	(4.2)	(5.8)	(12.6)
Experience adjustments arising on plan liabilities	**(2.3)**	4.9	1.5	(4.2)	18.8
Experience adjustments arising on plan assets	**1.1**	(1.2)	0.7	1.3	(6.4)

24 Contributed equity

	Consolidated	
	2012 $ million	2011 $ million
(a) Share capital		
Issued and paid up capital		
637,387,488 (2011: 636,277,810) ordinary shares, fully paid	**696.6**	694.6
(b) Movements in ordinary share capital		
Opening balance at 1 January	**694.6**	692.7
1,109,678 shares issued under Executive Performance Share Plan (2011: 1,145,000) *(i)*	**2.0**	1.9
Closing balance at 31 December	**696.6**	694.6

(i) Ordinary shares issued under the Adelaide Brighton Ltd Executive Performance Share Plan (refer note 30).

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote and, on a poll, each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(d) Dividend reinvestment plan

In February 2010 the Company suspended the dividend reinvestment plan with immediate effect until further notice.

24 Contributed equity (continued)

(e) Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue shares as well as issue new debt or redeem existing debt. The Group monitors capital on the basis of the gearing ratio.

The Company has an implied BBB+ credit rating and chooses not to apply for an official credit rating. The gearing ratio at 31 December 2012 and 31 December 2011 was as follows:

	Consolidated	
	2012	2011
	$ million	$ million
Total borrowings	**319.3**	259.4
Less: cash and cash equivalents	**(7.0)**	(11.0)
Net debt	**312.3**	248.4
Total equity	**1,008.1**	957.1
Gearing ratio	**31.0%**	26.0%

(f) Employee Share Scheme and options

Information relating to the employee share schemes, including details of shares issued under the schemes are set out in note 30.

25 Reserves and retained earnings

	Consolidated	
	2012	2011
	$ million	$ million
(a) Reserves		
Share-based payment reserve	**2.1**	2.3
Share-based payment reserve		
Opening balance at 1 January	**2.3**	2.6
Awards expense	**1.2**	1.4
Deferred tax	**-**	(0.1)
Over / (under) provision of tax in prior periods	**0.1**	(0.2)
Issue of shares to employees	**(1.5)**	(1.4)
Closing balance at 31 December	**2.1**	2.3

Nature and purpose of reserves

The share-based payment reserve is used to recognise the fair value of Awards issued but not exercised.

(b) Retained earnings		
Opening balance at 1 January	**257.3**	236.0
Net profit for the year	**154.2**	148.4
Actuarial (loss)/gain on defined benefit obligation (net of tax)	**0.2**	(6.3)
Dividends	**(105.1)**	(120.8)
Closing balance at 31 December	**306.6**	257.3

26 Dividends

	The Company	
	2012	2011
	$ million	$ million
Dividends paid during the year		
2011 final ordinary dividend of 9.0 cents (2010 – 9.0 cents) per fully paid ordinary share, franked at 100% (2011 – 100%) paid on 10 April 2012	**57.3**	57.2
2010 interim special dividend of 2.5 cents per fully paid ordinary share, franked at 100% paid on 11 April 2011. No special dividend has been declared or paid in relation to the 2011 or 2012 years.	**-**	15.9
2012 interim dividend of 7.5 cents (2011 – 7.5 cents) per fully paid ordinary share, franked at 100% (2011 – 100%) paid on 8 October 2012	**47.8**	47.7
Total dividends paid in cash	**105.1**	120.8

	The Company	
	2012	2011
	$ million	$ million
Dividend not recognised at year end Since the end of the year the Directors have recommended the payment of a final dividend of 9.0 cents (2011 – 9.0 cents) per fully paid share, franked at 100% (2011 – 100%).The aggregate amount of the proposed final dividend to be paid on 16 April 2013, not recognised as a liability at the end of the reporting period, is	**57.4**	57.3

Franked dividend

The franked portion of the dividend proposed as at 31 December 2012 will be franked out of existing franking credits or out of franking credits arising from the payment of income tax in the year ending 31 December 2013.

	Consolidated	
	2012	2011
	$ million	$ million
Franking credits available for subsequent financial years based on a tax rate of 30% (2011 – 30%)	**89.0**	80.6

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

(a) franking credits that will arise from the payment of any current tax liability
(b) franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
(c) franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The impact on the franking account of the dividend recommended by the Directors since year end, but not recognised as a liability at year end, will be a reduction in the franking account of $24.6 million (2011: $24.6 million).

27 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Board approves written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments and investment of excess liquidity. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, and ageing analysis for credit risk. The Group uses derivative financial instruments in the form of foreign exchange forward contracts to hedge certain currency risk exposures.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured at their fair value at each reporting date. The Company does not utilise hedge accounting as permitted under Australian Accounting Standards.

The Group’s Corporate Treasury Function provides services to the business, co-ordinates access to domestic financial markets and monitors and manages the financial risks relating to the operations of the Group. The Group Corporate Treasury Function reports on a monthly basis an analysis of exposures by degree and magnitude of risk.

(a) Market risk

(i) Foreign exchange risk
The Group’s activities through its overseas cement, clinker, slag and equipment purchases expose it to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar and the Japanese Yen.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity’s functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group enters into foreign exchange forward contracts to hedge its foreign exchange risk on these overseas trading activities against movements in the Australian dollar.

The Group Treasury’s risk management policy is to hedge commitments for purchases for up to six months forward. Longer hedge positions are deemed too expensive versus the value at risk due to the respective currencies’ interest rate spread. Derivative instruments entered into by the Group do not qualify for hedge accounting.

(ii) Interest rate risk
The Group's main interest rate risk arises from bank borrowings. Borrowings issued at variable rates expose the Group to interest rate risk. Due to the historically low levels of gearing, Group policy is to take on senior debt facilities on a one to five year term with fixed bank lending margins associated with each term. Cash advances to meet short and medium term borrowing requirements are drawn down against the senior debt lending facilities on a 30, 60 or 90 day basis, at a variable lending rate comprising the fixed bank margin applied to the daily bank bill swap rate effective at the date of each bank bill. During both 2012 and 2011, the Group’s borrowings at variable rates were denominated in Australian Dollars.

The Group analyses its interest rate exposure on a dynamic basis. Periodically, various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the Group calculates the impact on forecast profit and loss of a defined interest rate shift. The scenarios are run only for liabilities that represent the major interest-bearing positions. Based on the latest calculations performed, the impact on profit and equity of a 100 basis-point movement would be a maximum increase/decrease of $2.2 million (2011: $1.8 million). A 100 basis-point sensitivity has been selected as this is considered reasonable given the current level of both short term and long term Australian dollar interest rates.

27 Financial risk management (continued)

(a) Market risk (continued)

(iii) Summarised sensitivity analysis

The following table summarises the sensitivity, on a pre-tax basis, of the Group's financial assets and financial liabilities to interest rate risk and foreign exchange risk.

			Interest rate risk		**Foreign exchange risk**	
	Notes	**Carrying Value**	**-1.0%**	**+1.0%**	**-10%**	**+10%**
2012		**Consolidated**	**Consolidated**		**Consolidated**	
$ million			**Profit before tax**		**Profit before tax**	
Financial assets						
Cash	6	7.0	(0.1)	0.1	-	-
Receivables	7 & 10	199.2	(0.3)	0.3	-	-
		206.2	**(0.4)**	**0.4**	**-**	**-**
Financial liabilities						
Borrowings	17 & 20	319.2	3.2	(3.2)	-	-
Payables	16	94.6	-	-	-	-
		413.8	**3.2**	**(3.2)**	**-**	**-**
Total increase/(decrease)			**2.8**	**(2.8)**	**-**	**-**

			Interest rate risk		**Foreign exchange risk**	
	Notes	**Carrying Value**	**-1.0%**	**+1.0%**	**-10%**	**+10%**
2011		**Consolidated**	**Consolidated**		**Consolidated**	
$ million			**Profit before tax**		**Profit before tax**	
Financial assets						
Cash	6	11.0	(0.1)	0.1	-	-
Receivables	7 & 10	196.1	(0.3)	0.3	-	-
		207.1	**(0.4)**	**0.4**	**-**	**-**
Financial liabilities						
Borrowings	17 & 20	259.4	2.6	(2.6)	-	-
Payables	16	98.5	-	-	-	-
		357.9	**2.6**	**(2.6)**	**-**	**-**
Total increase/(decrease)			**2.2**	**(2.2)**	**-**	**-**

Foreign currency risk is immaterial due to the majority of sales and assets denominated in Australian Dollars, while the Group's purchases that are in foreign currency are settled at the time of the transaction, consequently payables are generally in Australian Dollars. All borrowings are denominated in Australian Dollars.

(b) Credit risk

Credit risk is managed on a group basis using delegated authority limits. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions.

For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. For trading credit risk, Credit Control assesses the credit quality of the customer, taking into account its financial position, past experience, external credit agency reports and credit references. Individual risk limits are set based on internal or external ratings in accordance with delegated authority limits set by the Board. The compliance with credit limits by credit approved customers is regularly monitored by line credit management. Sales to non-account customers are settled either in cash, major credit cards or electronic funds transfer, mitigating credit risk.

Credit risk further arises in relation to financial guarantees given to certain parties. Such guarantees are only provided in exceptional circumstances and are subject to appropriate approval.

The Group has no significant concentration of credit risk. The Group has policies and procedures in place to ensure that sales are made to customers with an appropriate credit history. In relation to a small number of customers with uncertain credit history, the Group has taken out personal guarantees in order to cover credit exposures. As at 31 December 2012, the Group held no collateral over outstanding debts. Consequently, the maximum exposure to credit risk represents the carrying value of receivables and derivatives. Derivative counterparties and cash transactions are limited to high credit quality institutions.

27 Financial risk management (continued)

(c) Liquidity risk

The ultimate responsibility for liquidity risk management rests with the Board which has established an appropriate risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group's Corporate Treasury Function manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included below is a statement of undrawn facilities that the Group and Company has at its disposal to further reduce liquidity risk.

Financing arrangements	Consolidated	
	2012 $ million	2011 $ million
Unrestricted access was available at balance date to the following lines of credit:		
Credit standby arrangements		
Total facilities		
Bank overdrafts	**4.0**	4.0
Bank facilities – external parties	**500.0**	500.0
Lease liabilities	**-**	0.7
	504.0	504.7
Used at balance date		
Bank overdrafts	**-**	-
Bank facilities – external parties	**319.3**	258.7
Lease liabilities	**-**	0.7
	319.3	259.4
Unused at balance date		
Bank overdrafts	**4.0**	4.0
Bank facilities – external parties	**180.7**	241.3
	184.7	245.3

The table below analyses the Group's financial liabilities that will be settled on a gross basis. The amounts disclosed are the contractual undiscounted cash flows. The interest rate used is 4.7% (2011: 6%) based on current bank borrowing rates and current expectations.

Contractual maturities of financial liabilities $million	**< 6 months**	**6-12 months**	**1-2 years**	**>2 years**	**Total**
31 December 2012					
Trade payables	94.5	-	-	-	94.5
Bank borrowings	-	20.5	313.4	-	333.9
	94.5	**20.5**	**313.4**	**-**	**428.4**
31 December 2011					
Trade payables	98.5	-	-	**-**	98.5
Lease liabilities	-	0.7	-	**-**	0.7
Bank borrowings	-	-	274.2	**-**	274.2
	98.5	**0.7**	**274.2**	**-**	**373.4**

27 Financial risk management (continued)

(d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of forward exchange contracts is determined using forward exchange market rates at the balance sheet date.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The carrying amounts of financial assets and liabilities of the Group and the Company at balance date approximates fair values. Fair value is exclusive of costs which would be incurred on realisation of an asset, and inclusive of costs which would be incurred on settlement of a liability.

The carrying amount of the non-current assets is based predominantly on the recoverable loan amount to joint ventures and external parties.

28 Contingencies

Details and estimates of maximum amounts of contingent liabilities are as follows:

	Consolidated	
	2012	2011
	$ million	$ million
(a) Guarantees		
Bank guarantees	**14.3**	14.2

(b) Litigation

At the time of preparing this financial report some companies included in the Group are parties to pending legal proceedings, the outcome of which is not known. The entities are defending, or prosecuting, these proceedings. The Directors have assessed the impact on the Group from the individual actions.

No material losses are anticipated in respect of any of the above contingent liabilities.

29 Commitments for expenditure

	Consolidated	
	2012	2011
	$ million	$ million
(a) Capital commitments – Property, plant & equipment		
Capital expenditure contracted for at the reporting date but not recognised as liabilities is as follows:		
Within one year	**17.9**	29.4
(b) Lease commitments		
(i) Finance leases		
Commitments in relation to finance leases are payable as follows:		
Within one year	**-**	0.7
Later than one year but not later than five years	**-**	-
Minimum lease payments	**-**	0.7
Less: Future finance charges	**-**	-
Recognised as a liability	**-**	0.7
Representing lease liabilities:		
Current (note 17)	**-**	0.7
	-	0.7
(ii) Operating leases		
Commitments in relation to operating leases contracted for at the reporting date, but not recognised as liabilities, are payable as follows:		
Within one year	**5.6**	4.4
Later than one year but not later than five years	**14.1**	13.6
Later than five years	**22.4**	27.6
	42.1	45.6

Commitments for operating lease payments relate mainly to rental leases on property. The Group leases various properties under non-cancellable operating leases which contain varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are either renegotiated or the expiry date is extended under pre-negotiated terms.

30 Share-based payment plans

(a) Employee Share Plan

The establishment of the Adelaide Brighton Ltd Employee Share Plan was approved by special resolution at the Annual General Meeting of the Company held on 19 November 1997. All full time employees of the Company and its controlled entities who have been continuously employed by the Company or a controlled entity for a period of one year are eligible to participate in the plan. Casual employees and contractors are not eligible to participate in the Plan.

No shares were issued under the Employee Share Plan during the year (2011 – nil). In subsequent years, the Board will decide whether, considering the profitability of the Company and the demands of the business, further invitations to take up grants of shares should be made.

(b) Executive Performance Share Plan

The Adelaide Brighton Ltd Executive Performance Share Plan ("the Plan" or "EPSP") provides for grants of Awards to the Managing Director and eligible executives. This plan was approved by shareholders at the Annual General Meeting held on 19 November 1997. In accordance with the requirements of the ASX Listing Rules, the Awards since granted to the Managing Director have been approved by shareholders.

Under the Plan, eligible executives are granted Awards (each being an entitlement to a fully paid ordinary share of Adelaide Brighton Ltd, subject to the satisfaction of performance conditions) on terms and conditions determined by the Board.

2012 Award
Under the Plan, Participants were invited to apply to take up an Award up to a maximum number of shares, divided into two equal tranches exercisable no earlier than 1 May 2015 and 1 May 2016 respectively. The total number of Awards granted under the 2012 Award was 3,140,030 with nil exercised by 31 December 2012. During the period 3,140,030 Awards (2011: nil) were granted. The grant date of the 2012 Awards is set out on page 78.

2010 Award
Under the Plan, Participants were invited to apply to take up an Award up to a maximum number of shares, divided into three tranches exercisable no earlier than 1 May 2012, 1 May 2013 and 1 May 2014 respectively. The total number of awards originally granted under the 2010 Award was 4,155,000 with 1,109,678 exercised during the period. During the period, nil Awards (2011: 227,500) were granted and 7,822 Awards lapsed. The grant date of the 2010 Awards is set out on page 79.

Performance conditions
Detailed discussion of 2012 Award and 2010 Award performance conditions is set out in the Remuneration Report on pages 16 to 19.

During 2012, 1,109,678 shares were issued under the Plan on the exercise of Tranche 1 under the 2010 Award, following the Board's determination that:

- Earnings per share exercise condition applicable to 98.5% of exercisable Awards had been satisfied for Tranche 1; and
- Total Shareholder Return exercise condition applicable to 100% of exercisable Awards had been satisfied for Tranche 1.

The value per share at the date of exercise is the Value Weighted Closing Price which is the average of the closing price and number of Adelaide Brighton Limited shares traded on the Australian Securities Exchange for the five trading days before the exercise date, but not including the day of exercise. The aggregate value of Awards exercised during the year is $3,411,571 (2011: $3,468,734).

Balance of Awards
As at 31 December 2012, if the exercise conditions are satisfied and the remaining balance of all currently approved Awards are exercised, the Company would be obliged to transfer:

2,835,000 shares to the Participants, under the 2010 Award (2011 – 3,952,500 shares)

3,140,030 shares to the Participants, under the 2012 Award (2011 – nil shares)

The Plan does not entitle the Participants to participate in any other share issues of the Company and the unexercised Awards do not attract dividend or voting rights. The Plan is accounted for by the Company in accordance with note 1(v)(iv), with $1,206,942 (2011 - $1,377,937) recognised as an expense during the year.

The weighted average remaining contractual life of Awards outstanding at the end of the period was 1.9 years (2011: 1.5 years).

31 Key management personnel disclosures

(a) Compensation of key management personnel

	Consolidated	
	2012	2011
	$ million	$ million
Short-term employee benefits	**9.1**	8.0
Post-employment benefits	**0.1**	0.1
Share-based payments	**1.2**	1.3
Termination benefits	**-**	0.1
	10.4	9.5

The Company has applied the exemption under Amendment to Australian Accounting Standard - Key Management Personnel Disclosures by Disclosing Entities which exempts disclosing companies from the application of AASB 124 paragraphs AUS 29.2 to AUS 29.6 and AUS 29.7.1 and AUS 29.7.2 as the requirements are now incorporated into the *Corporations Act* and are provided in the section titled Remuneration Report included in the Directors' Report designated as audited on pages 8 to 22.

(b) Award holdings of key management personnel

The number of Awards granted as compensation and details of Awards vested, exercised or lapsed during the year are disclosed in the Remuneration Report on page 19.

For the purposes of pricing model inputs, the share price for calculation of the Award value is based on the closing published share price at grant date. The assessed fair value at grant date of Awards granted to the individuals is allocated equally over the period from grant date to vesting date. Fair values at the grant date are independently determined using a pricing model that takes into account the exercise price, the term of the Awards, the lack of marketability, the impact of TSR vesting condition (applicable to 50% of Awards), the expected future dividends and the risk free interest rate for the term of the Award.

2012 Awards grant – pricing model inputs

	Number of Awards	**Grant date**	**Share price at grant date $**	**Value per Award at grant date $**	**Expected annual dividends $**	**Risk-free interest rate %**	**Lack of marketability discount %**	**TSR condition discount %**
M P Chellew								
Tranche 1	728,324	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	728,324	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
G Agriogiannis								
Tranche 1	99,277	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	99,277	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
M Brydon								
Tranche 1	265,896	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	265,896	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
M R D Clayton								
Tranche 1	101,879	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	101,879	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
M Kelly								
Tranche 1	189,306	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	189,306	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
S B Rogers								
Tranche 1	98,519	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	98,519	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0
S J Toppenberg								
Tranche 1	86,814	17/05/12	2.89	1.475	0.18	2.79	3.0	50.0
Tranche 2	86,814	17/05/12	2.89	1.270	0.18	2.79	6.0	50.0

31 Key management personnel disclosures (continued)

(b) Award holdings of key management personnel (continued)

2010 Awards grant – pricing model inputs

	Number of Awards	Grant date	Share price at grant date	Value per Award at grant date	Expected annual dividends	Risk-free interest rate	Lack of marketability discount	TSR condition discount
			$	$	$	%	%	%
M P Chellew								
Tranche 1	540,000	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	540,000	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	720,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0
G Agriogiannis								
Tranche 1	-	-	-	-	-	-	-	-
Tranche 2	97,500	21/11/2011	2.87	1.785	0.17	3.20	3.0	50.0
Tranche 3	130,000	21/11/2011	2.87	1.565	0.17	3.20	6.0	50.0
M Brydon								
Tranche 1	180,000	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	180,000	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	240,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0
M R D Clayton								
Tranche 1	90,000	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	90,000	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	120,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0
M Kelly								
Tranche 1	150,000	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	150,000	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	200,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0
S B Rogers, M A Finney								
Tranche 1	97,500	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	97,500	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	130,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0
S J Toppenberg								
Tranche 1	60,000	04/06/2010	2.81	1.585	0.17	4.79	3.0	50.0
Tranche 2	60,000	04/06/2010	2.81	1.330	0.18	4.79	6.0	50.0
Tranche 3	80,000	04/06/2010	2.81	1.095	0.19	4.79	9.0	50.0

31 Key management personnel disclosures (continued)

(c) Shareholdings of key management personnel

The movement during the reporting period in the number of ordinary shares in Adelaide Brighton Ltd held directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

Number of shares held in Adelaide Brighton Limited at 31 December 2012

	Balance at start of year	Received on exercise of EPSP	Other changes	Balance at end of year
Non-executive Directors				
L V Hosking	4,739	-	-	4,739
R D Barro	169,087,036	-	24,220,000	193,307,036
G F Pettigrew	7,739	-	-	7,739
K B Scott-McKenzie	5,000	-	-	5,000
A M Tansey	5,000	-	-	5,000
C L Harris[1]	100,479	-	(100,479)	-
Executive Director				
M P Chellew	448,366	536,220	(536,220)	448,366
Senior executives				
G Agriogiannis	-	-	-	-
M Brydon	5,000	178,740	(178,740)	5,000
M R D Clayton	73	89,370	(89,370)	73
M Kelly	5,000	148,950	(148,950)	5,000
S B Rogers	-	96,818	(96,818)	-
S J Toppenberg	-	59,580	(59,580)	-
Total	**169,668,432**	**1,109,678**	**23,009,843**	**193,787,953**

[1] C L Harris retired 17 May 2012, therefore his equity holding has been reduced to nil at 31 December 2012 through 'other changes'.

31 Key management personnel disclosures (continued)

Number of shares held in Adelaide Brighton Limited at 31 December 2011

	Balance at start of year	Received on exercise of EPSP	Other changes	Balance at end of year
Non-executive Directors				
L V Hosking	4,739	-	-	4,739
R D Barro	147,179,642	-	21,907,394	169,087,036
G F Pettigrew	7,739	-	-	7,739
K B Scott-McKenzie	-	-	5,000	5,000
A M Tansey[1]	-	-	5,000	5,000
C L Harris	70,479	-	30,000	100,479
Executive Director				
M P Chellew	448,366	435,000	(435,000)	448,366
Senior executives				
G Agriogiannis[2]	-	-	-	-
M Brydon	-	100,000	(95,000)	5,000
M R D Clayton	73	100,000	(100,000)	73
M A Finney[3]	78,400	100,000	(178,400)	-
M Kelly	10,000	100,000	(105,000)	5,000
S B Rogers	-	100,000	(100,000)	-
S J Toppenberg	-	100,000	(100,000)	-
Total	**147,799,438**	**1,035,000**	**20,833,994**	**169,668,432**

1 A M Tansey appointed 5 April 2011.
2 G Agriogiannis commenced employment effective 27 June 2011.
3 M A Finney ceased employment effective 9 May 2011, therefore his equity holding has been reduced to nil at 31 December 2011 through 'other changes'.

(d) Other transactions with key management personnel

R D Barro, a Director of Adelaide Brighton Ltd, is Managing Director of Barro Group Pty Ltd. Barro Group Pty Ltd and Adelaide Brighton Ltd, through its 100% owned subsidiary, Adelaide Brighton Management Ltd, each control 50% of Independent Cement and Lime Pty Ltd, a distributor of cement and lime in Victoria and New South Wales.

During the year, the Barro Group of companies purchased goods and materials from and sold goods, materials and services to Independent Cement and Lime Pty Ltd and the Group. The Barro Group of companies also purchased goods and materials from Sunstate Cement Ltd, a Company in which the Group has a 50% share and other entities in the Group.

M P Chellew, an executive Director of Adelaide Brighton Ltd and M Brydon, a senior executive of Adelaide Brighton Ltd, are Directors of Sunstate Cement Ltd. M Brydon, a senior executive of Adelaide Brighton Ltd, is a Director of Independent Cement and Lime Pty Ltd. During the year, the Group traded significantly with both Independent Cement and Lime Pty Ltd and Sunstate Cement Ltd.

All transactions involving the Barro Group Pty Ltd and Adelaide Brighton Ltd and its subsidiaries, Independent Cement and Lime Pty Ltd and its subsidiaries and Sunstate Cement Ltd were conducted on standard commercial terms.

From time to time Directors of the Company or its controlled entities, or their related parties, may purchase goods from the Group. These purchases are on the same terms and conditions as those entered into by other Group employees. These transactions are conducted on standard commercial terms.

	Consolidated	
	2012	2011
	$	$
Aggregate amounts of the above transactions with the Directors and their related parties:		
Sales to Director related parties	**59,067,273**	59,055,100
Purchases from Director related parties	**44,047,982**	36,152,330

32 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2012	2011
	$	$
(a) Audit services		
PricewaterhouseCoopers Australian firm		
Audit and review of financial statements	**685,771**	683,379
Total remuneration for audit services	**685,771**	683,379
(b) Non-audit services		
PricewaterhouseCoopers Australian firm		
Other assurance services	**90,330**	22,100
Total remuneration for non-audit services	**90,330**	22,100

33 Related parties

(a) Key management personnel

Disclosures relating to key management personnel are set out in note 31.

(b) Controlled entities

Details of interests in controlled entities are set out in note 34. The ultimate parent company is Adelaide Brighton Ltd.

(c) Joint venture and associate entities

Details of interests in joint venture and associate entities are set out in note 11(a). Nature of transactions with joint venture and associate entities is detailed below:

Adelaide Brighton Cement Ltd and Morgan Cement International Ltd supplied finished products and raw materials to Sunstate Cement Ltd and Independent Cement and Lime Pty Ltd. Hy-Tec Industries Pty Ltd, Hy-Tec Industries (Victoria) Pty Ltd, Hy-Tec Industries (Queensland) Pty Ltd, Adbri Masonry Group Pty Ltd and Adelaide Brighton Cement Ltd purchased finished products, raw materials and transportation services from Sunstate Cement Ltd and Independent Cement and Lime Pty Ltd.

All transactions are on normal commercial terms and conditions and transactions for the supply are covered by shareholder agreements.

(d) Transactions with related parties

The following transactions occurred with related parties:

	Consolidated	
	2012	2011
	$'000	$'000
Sales of goods		
- Joint venture entities	**218,101**	192,404
Purchases of materials and goods		
- Joint venture entities	**43,946**	42,019
Interest revenue		
- Joint venture entities	**891**	1,145
- Other related parties	**-**	20
Dividend and distribution income		
- Joint venture entities	**23,864**	26,095
Superannuation contributions		
- Contributions to superannuation funds on behalf of employees	**11,585**	11,112
- Reimbursement of superannuation contribution by joint venture entity	**152**	202

33 Related parties (continued)

(d) Transactions with related parties (continued)

	Consolidated	
	2012	2011
	$'000	$'000
Loans advanced to/(from):		
- Joint venture entities	**2,403**	3,203

(e) Outstanding balances arising from sales/purchases of goods and services

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	2012	2011
	$'000	$'000
Current receivables		
- Joint venture entities (interest)	**417**	586
- Joint venture entities (trade)	**14,432**	14,979
Non-current receivables		
- Joint venture entities (loans)	**25,362**	22,336
Current payables		
- Joint venture entities (trade)	**4,392**	4,831

Outstanding balances are unsecured and repayable in cash. No provisions for doubtful receivables have been raised in relation to any outstanding balances.

(f) Loans to related parties

A loan to a wholly owned controlled entity, Adelaide Brighton Cement Ltd, of $82,860,247 (2011: $82,860,247) funds a capital reduction payment. The loan is subordinated and is only repayable after full repayment of external borrowings. There was no interest charged on the outstanding balance during the reporting year. All other loans to and from Group entities are repayable at call.

A loan to a wholly controlled entity, Adbri Masonry Group Pty Ltd, of $42,718,929 (2011: $42,718,929) did not have interest charged on the outstanding balance during the reporting year.

A loan to a joint venture entity, Independent Cement and Lime Pty Ltd, has interest charged at the ruling commercial rates on the outstanding balance. Interest revenue brought to account by the Group during the reporting year on this loan was $891,091 (2011: $1,145,264).

34 Investments in controlled entities

Name of entity	Place of incorporation	Class of shares	**2012** %	2011 %
Adelaide Brighton Ltd				
Adelaide Brighton Cement Ltd[2]	South Australia	Ord	100	100
Adelaide Brighton Cement Inc	Washington USA	Ord	80	80
Adelaide Brighton Cement Investments Pty Ltd[2]	South Australia	Ord	100	100
Adelaide Brighton Management Ltd[2]	South Australia	Ord	100	100
Adelaide Brighton Cement International Pty Ltd[1]	South Australia	Ord	100	100
Adelaide Brighton Intellectual Property Pty Ltd[1]	South Australia	Ord	100	100
Cement Resources Consolidated Pty Ltd[1]	South Australia	Ord	100	100
Cockburn Cement Ltd[2]	Western Australia	Ord	100	100
Hy-Tec Industries (Queensland) Pty Ltd[2]	South Australia	Ord	100	100
Northern Cement Ltd[2]	Northern Territory	Ord	100	100
Premier Resources Ltd[2]	New South Wales	Ord	100	100
Adbri Masonry Group Pty Ltd[2]	Victoria	Ord	100	100
Adelaide Brighton Cement Ltd				
Exmouth Limestone Pty Ltd[1]	Western Australia	Ord	51	51
Adelaide Brighton Cement Inc				
Adelaide Brighton Cement (Florida) Inc	Florida USA	Ord	100	100
Adelaide Brighton Cement (Hawaii) Inc	Hawaii USA	Ord	100	100
Hileah (Florida) Management Inc	Florida USA	Ord	100	100
Adelaide Brighton Management Ltd				
Accendo Pty Ltd[1]	South Australia	Ord	100	100
Global Cement Australia Pty Ltd[1]	New South Wales	Ord	100	100
Hurd Haulage Pty Ltd[2]	Victoria	Ord	100	100
K.C. Mawson Pty Ltd[1]	New South Wales	Ord	100	100
Adelaide Brighton Cement International Pty Ltd				
Adelaide Brighton Cement Inc	Wash. State USA	Ord	20	20
Fuel & Combustion Technology International Ltd	United Kingdom	Ord	100	100
Fuel & Combustion Technology International Ltd				
Fuel & Combustion Technology International Inc	USA	Ord	100	100
Northern Cement Ltd				
Mataranka Lime Pty Ltd[1]	South Australia	Ord	100	100
Cockburn Cement Ltd				
Cockburn Waters Pty Ltd[1]	Western Australia	Ord	100	100
Hydrated Lime Pty Ltd[1]	Western Australia	Ord	100	100
Chemical Unit Trust	Western Australia	Units	100	100
Kalgoorlie Lime & Chemical Company Pty Ltd[1]	Western Australia	Ord	100	100
Premier Resources Ltd				
Hy-Tec Industries Pty Ltd[2]	New South Wales	Ord	100	100
Hy-Tec Industries (Victoria) Pty Ltd[2]	New South Wales	Ord	100	100
Bonfoal Pty Ltd[1]	New South Wales	Ord	100	100
Aus-10 Rhyolite Pty Ltd[1]	New South Wales	Ord	100	100
Morgan Cement International Pty Ltd[2]	New South Wales	Ord	100	100
Hy-Tec Industries (Victoria) Pty Ltd				
CRC2 Pty Ltd[1]	Victoria	Ord	100	100
CRC3 Pty Ltd[1]	Victoria	Ord	100	100
Hy-Tec Industries (Victoria) No 1 Pty Ltd[1]	New South Wales	Ord	100	100
Hy-Tec Industries (Victoria) No 2 Pty Ltd[1]	New South Wales	Ord	100	100
Sheltacrete Pty Ltd[1]	New South Wales	Ord	100	100
Adbri Masonry Group Pty Ltd				
Adbri Masonry Pty Ltd[2]	Queensland	Ord	100	100
Adbri Mining Products Pty Ltd[1]	Queensland	Ord	100	100
C&M Masonry Products Pty Ltd[2]	South Australia	Ord	100	100
Betta Brick Pty Ltd[1]	Victoria	Ord	100	100
C&M Brick (Bendigo) Pty Ltd[1]	Victoria	Ord	100	100
C&M Design/Construct Pty Ltd[1]	Victoria	Ord	100	100

[1] Small proprietary Company as defined by the *Corporations Act* and is not required to be audited for statutory purposes.

[2] These controlled entities have been granted relief from the necessity to prepare financial reports in accordance with Class Order 98/1418 issued by the Australian Securities & Investments Commission. For further information see note 35.

35 Deed of cross guarantee

As at the date of this report, Adelaide Brighton Ltd, Adelaide Brighton Cement Ltd, Cockburn Cement Ltd, Adelaide Brighton Cement Investments Pty Ltd, Adelaide Brighton Management Ltd, Northern Cement Ltd, Premier Resources Ltd, Hy-Tec Industries Pty Ltd, Hy-Tec Industries (Victoria) Pty Ltd, Hy-Tec Industries (Queensland) Pty Ltd, Morgan Cement International Pty Ltd, Adbri Masonry Group Pty Ltd, C&M Masonry Products Pty Ltd, Adbri Masonry Pty Ltd and Hurd Haulage Pty Ltd are parties to a Deed of Cross Guarantee (the Deed) under which each Company guarantees the debts of the others. Hurd Haulage Pty Ltd entered into the deed of cross guarantee on 20 November 2012. By entering into the Deed, the wholly-owned entities have been relieved from the requirement to prepare a financial report and Directors' report under Class Order 98/1418 (as amended) issued by the Australian Securities & Investments Commission. The above companies represent a "Closed Group" for the purposes of the Class Order, and as there are no other parties to the Deed that are controlled by the Company, they also represent the "Extended Closed Group".

Set out below is a consolidated balance sheet as at 31 December 2012 of the Closed Group.

	2012	2011
Current assets	**$ million**	$ million
Cash and cash equivalents	**3.6**	7.8
Trade and other receivables	**171.2**	238.7
Inventories	**127.4**	118.6
Carbon units	**48.0**	-
	350.2	365.1
Assets classified as held for sale	**1.9**	-
Total current assets	**352.1**	365.1
Non-current assets		
Receivables	**29.5**	27.2
Investments accounted for using the equity method	**95.7**	93.2
Other financial assets	**10.2**	10.2
Property, plant and equipment	**816.8**	767.0
Intangible assets	**184.3**	182.3
Carbon units	**3.5**	-
Total non-current assets	**1,140.0**	1,079.9
Total assets	**1,492.1**	1,445.0
Current liabilities		
Trade and other payables	**66.1**	156.8
Borrowings	**20.0**	0.7
Current tax liabilities	**5.7**	6.9
Provisions	**25.8**	21.5
Provision for carbon emissions	**25.2**	-
Other liabilities	**19.5**	4.6
Total current liabilities	**162.3**	190.5
Non-current liabilities		
Borrowings	**299.3**	258.7
Deferred tax liabilities	**55.7**	58.3
Provisions	**31.1**	35.0
Retirement benefit obligations	**9.0**	10.9
Provision for carbon emissions	**8.4**	-
Other non-current liabilities	**0.1**	0.1
Total non-current liabilities	**403.6**	363.0
Total liabilities	**565.9**	553.5
Net assets	**926.2**	891.5
Equity		
Contributed equity	**696.6**	694.6
Reserves	**2.1**	2.3
Retained earnings	**227.5**	194.6
Total equity	**926.2**	891.5

35 Deed of cross guarantee (continued)

Set out below is a condensed consolidated income statement, a consolidated statement of comprehensive income and a summary of movements in consolidated retained profits for the year ended 31 December 2012 of the Closed Group.

	2012 $ million	2011 $ million
Profit before income tax	**201.7**	202.5
Income tax expense	**(53.0)**	(56.8)
Profit for the year	**148.7**	145.7
Retained earnings 1 January	**194.6**	175.8
Retained earnings on members entering / leaving Closed Group	**(10.9)**	-
Profit for the year	**148.7**	145.7
Other comprehensive income	**0.2**	(6.1)
Dividends paid	**(105.1)**	(120.8)
Retained earnings 31 December	**227.5**	194.6

36 Reconciliation of profit after income tax to net cash inflow from operating activities

	Consolidated	
	2012 $ million	2011 $ million
Profit for the year	**154.1**	148.4
Doubtful debts	**(1.1)**	(0.3)
Depreciation and amortisation	**65.2**	57.8
Share based payments expense	**(1.3)**	(2.1)
Finance charges on remediation provision	**0.4**	0.4
Loss / (Gain) on sale of non-current assets	**1.5**	0.5
Share of un-distributed profits of joint ventures	**(6.3)**	(9.5)
Non-cash retirement benefits expense	**0.6**	1.2
Profit on acquisition of businesses	**(7.6)**	(3.6)
Capitalised interest	**(2.4)**	(0.9)
Other	**(2.8)**	(7.5)
Net cash provided by operating activities before changes in assets and liabilities	**200.3**	184.4
Changes in operating assets and liabilities, net of effects from purchase of controlled entity:		
(Increase) in inventories	**(10.8)**	(8.8)
Decrease / (Increase) in prepayments	**1.1**	(1.0)
(Increase) in receivables	**(0.7)**	(14.3)
(Decrease) in trade creditors	**(3.7)**	(8.9)
(Decrease) / Increase in provisions	**(2.1)**	4.0
(Decrease) in taxes payable	**(0.3)**	(18.9)
Increase in deferred taxes payable	**4.6**	8.1
(Decrease) / increase in other operating assets and liabilities	**(1.9)**	6.7
Net cash inflow from operating activities	**186.5**	151.3

37 Earnings per share

	Consolidated	
	2012	2011
	Cents	Cents
Basic earnings per share	**24.2**	23.3
Diluted earnings per share	**24.0**	23.2

	Consolidated	
	2012	2011
	Number	Number
Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**637,014,563**	635,895,098
Adjustment for calculation of diluted earnings per share:		
Awards	**5,975,030**	3,952,500
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**642,989,593**	639,847,598

	Consolidated	
	2012	2011
	$ million	$ million
Reconciliation of earnings used in calculating earnings per share		
Basic and diluted earnings per share		
Profit after tax	**154.1**	148.4
Profit attributable to non-controlling interests	**0.1**	-
Profit attributable to ordinary equity holders of the Company used in calculating basic and diluted earnings per share	**154.2**	148.4

38 Events occurring after the balance sheet date

As at the date of this report, no other matter or circumstance has arisen since 31 December 2012 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

39 Segment reporting

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the Managing Director. These reports are evaluated regularly in deciding how to allocate resources and in assessing performance.

The two reportable segments have been identified as follows;

- Cement, Lime and Concrete
- Concrete Products

The operating segments Cement and Lime and separately Concrete individually meet the quantitative thresholds required by AASB 8 as well as meeting the aggregation criteria allowing them to be reported as one segment. Concrete Products meets the quantitative threshold therefore is reported as a separate segment. The Cement, Lime and Concrete Products Joint Ventures form part of the above two reportable segments as they meet the aggregation criteria.

The major end-use markets of Adelaide Brighton's products include residential and non-residential construction, engineering construction, alumina and steel production and mining.

39 Segment reporting (continued)

(b) Segment information provided to the Managing Director

The segment information provided to the Managing Director for the reportable segments for the year ended 31 December 2012 is as follows:

2012	**Cement, Lime and Concrete $ million**	**Concrete Products $ million**	**All other segments $ million**	**Total $ million**
Total segment operating revenue	**1,147.3**	**123.7**	**86.1**	**1,357.1**
Inter-segment revenue	**(37.1)**	**-**	**-**	**(37.1)**
Revenue from external customers	**1,110.2**	**123.7**	**86.1**	**1,320.0**
Depreciation and amortisation	**49.9**	**7.9**	**7.4**	**65.2**
EBIT	**219.1**	**0.4**	**6.1**	**225.6**
2011				
Total segment operating revenue	1,124.9	120.2	77.3	1,322.4
Inter-segment revenue	(40.7)	-	-	(40.7)
Revenue from external customers	1,084.2	120.2	77.3	1,281.7
Depreciation and amortisation	42.9	8.0	6.9	57.8
EBIT	225.2	1.8	(3.6)	223.4

Sales between segments are carried out at arms length and are eliminated on consolidation.

The operating revenue assessed by the Managing Director includes revenue from external customers and a share of revenue from the joint ventures and associates in proportion to the Group's ownership interest, excluding freight, interest and royalty revenue. A reconciliation of segment operating revenue to revenue from continuing operations is provided as follows:

	Consolidated	
	2012 $ million	2011 $ million
Total segment operating revenue	**1,357.1**	1,322.4
Inter-segment revenue elimination	**(37.1)**	(40.7)
Freight revenue	**129.4**	102.7
Interest revenue	**2.6**	2.4
Royalties	**0.5**	1.2
Elimination of joint venture and associate revenue	**(276.3)**	(287.6)
Revenue from continuing operations	**1,176.2**	1,100.4

The Managing Director assesses the performance of the operating segments based on a measure of EBIT. This measurement basis excludes the effect of net interest. A reconciliation of the EBIT to operating profit before income tax is provided as follows:

	Consolidated	
	2012 $ million	2011 $ million
EBIT	**225.6**	223.4
Net interest	**(16.4)**	(17.0)
Profit before income tax	**209.2**	206.4

(c) Other segment information

Revenues of approximately $144.2 million (2011: $136.5 million) are derived from a single customer. These revenues are attributable to the Cement, Lime and Concrete segment.

40 Parent entity financial information

(a) Summary financial information

The individual financial statements for the Company show the following aggregate amounts:

	2012 $ million	2011 $ million
Balance sheet		
Current assets	**803.0**	693.3
Total assets	**1,334.4**	1,225.6
Current liabilities	**204.4**	210.9
Total liabilities	**525.1**	471.0
Net assets	**809.3**	754.6
Shareholders' equity		
Issued capital	**689.6**	687.6
Reserves		
Share-based payments	**2.2**	2.3
Retained earnings	**117.5**	64.7
Total shareholders' equity	**809.3**	754.6
Profit for the year	**158.0**	187.9
Total comprehensive income	**158.0**	187.9

(b) Guarantees entered into by the parent entity

Bank guarantees	**2.1**	2.1

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 31 December 2012 or 31 December 2011 other than the Bank guarantees detailed above.

Directors' declaration

In the Directors' opinion:

(a) the financial statements and notes set out on pages 36 to 89 are in accordance with the *Corporations Act 2001*, including:

  (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

  (ii) giving a true and fair view of the consolidated entity's financial position as at 31 December 2012 and of its performance for the financial year ended on that date; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group identified in note 35 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the Deed of Cross Guarantee described in note 35.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Managing Director and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.

Mark Chellew
Managing Director

Dated 7 March 2013

Auditor's Independence Declaration

As lead auditor for the audit of Adelaide Brighton Ltd for the year ended 31 December 2012, I declare that to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Adelaide Brighton Ltd and the entities it controlled during the period.

KR Reid
Partner
PricewaterhouseCoopers

Adelaide
7 March 2013

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Independent auditor's report to the members of Adelaide Brighton Ltd

Report on the financial report

We have audited the accompanying financial report of Adelaide Brighton Ltd (the company), which comprises the balance sheet as at 31 December 2012, and the income statement, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for the Adelaide Brighton group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards.*

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001.*

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Auditor's opinion

In our opinion:

(a) the financial report of Adelaide Brighton Ltd is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2012 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001;* and

(b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 8 to 22 of the directors' report for the year ended 31 December 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Adelaide Brighton Ltd for the year ended 31 December 2012, complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

KR Reid
Partner

Adelaide
7 March 2013