

Level 1
157 Grenfell Street
Adelaide SA 5000

GPO Box 2155
Adelaide SA 5001



Adelaide Brighton Ltd
ACN 007 596 018

Telephone (08) 8223 8000
International +618 8223 8000
Facsimile (08) 8215 0030
www.adbri.com.au

13 December 2013

Managing Director and CEO announces retirement in May 2014 and appointment of new CEO

The Board of Adelaide Brighton Limited and long serving Managing Director and Chief Executive Officer, Mark Chellew, today announced Mr Chellew will retire following the Annual General Meeting in May 2014, and the promotion of Mr Martin Brydon, Adelaide Brighton's current Executive General Manager Cement and Lime, to the role of Chief Executive Officer following Mr Chellew's retirement.

Chairman, Mr Les Hosking, paid tribute to Mr. Chellew, saying "Over nearly 13 years in charge of Adelaide Brighton, Mark has been one of the most successful ASX listed company Chief Executives and generated significant value for our shareholders.

"This is reflected in Adelaide Brighton's number two ranking in the S&P/ASX200 Accumulation Index (excluding GICS Financials, BHP Billiton, Rio Tinto, Newcrest Mining) for total shareholder return between July 2001 and June 2013. This represents average total shareholder return growth over the period of 100% per annum.

"Mark's successful strategy has included diversifying the product range and enhancing Adelaide Brighton's unique position in lime supply to the resources sector. Investment in the reliability and sustainability of our key cement and lime production assets has delivered significant results.

"Vertical integration through the development of quarry and premixed concrete operations has further improved the Company's competitive position in the highly integrated Australian market.

"Moreover, the establishment of the Company's industry leading network of import facilities with favourable long term international supply arrangements has underpinned competitiveness, efficiency and returns on capital.

"Through this period Mark has built an exceptional senior management team with significant depth and experience, which is well positioned to deliver sustained growth in shareholder returns.

Appointment of new Chief Executive Officer

Mr Hosking confirmed, "Succession planning has been a key priority for the Board and management and this has included developing internal candidates as well as reviewing and assessing appropriate external candidates.

This process has led to Mr Martin Brydon's promotion to the Deputy Chief Executive Officer position from 1 February 2014, with Martin assuming the Chief Executive Officer role upon Mark's retirement, ensuring a smooth transition of leadership responsibilities within the Company.

Mr Hosking said, "The Board is delighted at having a candidate of the calibre of Martin within our own ranks to succeed Mark. Martin's contribution as a senior executive has long been valued by the Board and his ascension to the Chief Executive Officer role was part of our long term management succession plan.

"We are excited by the prospect of Martin leading the Company through its next stage of growth, continuing with our current successful strategy.

Martin Brydon's CV and a summary of his remuneration package are set out in the attachment.

For further information: Marcus Clayton
 Company Secretary
 +61 8 8223 8015

*Level 1
157 Grenfell Street
Adelaide SA 5000*

*GPO Box 2155
Adelaide SA 5001*



*Adelaide Brighton Ltd
ACN 007 596 018*

*Telephone (08) 8223 8000
International +618 8223 8000
Facsimile (08) 8215 0030
www.adbri.com.au*

ATTACHMENT A – MARTIN BRYDON'S BIOGRAPHICAL DETAILS

Martin Brydon, aged 58, trained in electrical and electronic engineering with BHP before completing a Masters Degree in Business Administration and the Stanford Executive Program in the USA in 1998.

Martin joined Cockburn Cement Limited as an Electrical Engineer in 1981. He went on to hold numerous roles including Senior Electrical Engineer, Engineering Manager, Operations Manager, Works Manager and Sales and Marketing Executive and in 1998 he was appointed Cockburn Cement Limited's Chief Executive Officer.

Following Cockburn Cement's merger into Adelaide Brighton in 1999, Martin assumed the position of Group General Manager for the Western Division.

In 2001, Martin was appointed to the position of General Manager, Strategy and Business Development for the Adelaide Brighton group of companies. In this role, he worked closely with the Managing Director and CEO in the downstream acquisitions of Premier Resources Limited (incorporating Hy-Tec Concrete, Morgan Cement and Austen Quarry), C&M Brick Pty Ltd, Rocla Pavers and Masonry and Neil Mansell Concrete Pty Ltd.

In 2005, Martin was appointed to the position of Executive General Manager, Cement and Lime at Adelaide Brighton Ltd.

He is a Fellow of the Institute of Company Directors (Graduate Member) and a Fellow of the Australian Institute of Management.

Level 1
157 Grenfell Street
Adelaide SA 5000

GPO Box 2155
Adelaide SA 5001



Adelaide Brighton Ltd
ACN 007 596 018

Telephone (08) 8223 8000
International +618 8223 8000
Facsimile (08) 8215 0030
www.adbri.com.au

ATTACHMENT B – MARTIN BRYDON, CEO REMUNERATION PACKAGE AND KEY TERMS

Term of contract

The Chief Executive Officer and Adelaide Brighton have entered into an open ended contract. Either party must give 6 months notice of termination. The Company can choose to pay out the notice period, should it terminate the contract. In addition, if the Company terminates the contract for convenience, the CEO will be paid a severance payment equal to 6 months fixed remuneration.

Fixed Remuneration

The CEO's fixed annual remuneration for 2014 will be an annualised amount of \$1.3 million. This remuneration level will next be reviewed, in accordance with annual salary reviews, in December 2014.

Incentives

The CEO is entitled to participate in the annual incentive scheme. His 'at target' incentive opportunity is equal in value to 60% of his fixed remuneration. His 'stretch' incentive opportunity is capped at the equivalent of 100% of his fixed remuneration.

The CEO will also participate in the Company's long term incentive scheme, with an annual LTI opportunity equal in value to 100% of his fixed remuneration.

Total Target Remuneration

Accordingly, the new CEO's total target remuneration package (fixed remuneration + annual incentive at target + LTI opportunity) is \$3.38 million.

Other terms

While the remainder of his employment terms will be customary, including a 6 month non-compete and a 12 month non-solicitation clause, the Company may seek to further strengthen a 6 month restraint should the CEO resign by paying the equivalent of 6 months fixed remuneration to support this restraint.

The new CEO will also receive a Living Away From Home Allowance to assist him in discharging his duties from the Company's Sydney office, while he maintains his primary residence in Perth.