

18 July 2016

ASX Market Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Notice of meeting called under section 249D Corporations Act

McAleese Limited (ASX: MCS) attaches a notice of a general meeting of shareholders requisitioned under section 249D of the Corporations Act 2001 to be held in Melbourne on Monday, 29 August 2016.

Ends

18 July 2016

Dear Shareholders

On 27 June 2016, McAleese Limited (**McAleese** or the **Company**) received a notice from Havenfresh Pty Ltd (**Havenfresh**) (an approximate 7% shareholder of McAleese) requesting that the Directors of the Company call a meeting of Shareholders under section 249D of the Corporations Act 2001 (Cth).

Havenfresh requested that the following resolutions be put to Shareholders for their consideration:

- the removal of Mark Rowsthorn, Wayne Kent, Donald Telford, Kerry Gleeson and Warren Saxelby as Directors; and
- the appointment of Harold Price and Maurice Smith as Directors.

Mr Gilberto Maggiolo is a director of McAleese and a director of Havenfresh. Havenfresh has not proposed that Mr Maggiolo be removed as a director.

To comply with their obligations under the Corporations Act, the Board is calling a General Meeting (**Meeting**) to be held on Monday 29 August 2016 to consider these resolutions. The Meeting will be held at the offices of Chartered Accountants Australia and New Zealand at Level 3, Bourke Place, 600 Bourke Street, Melbourne, Victoria and is scheduled to commence at 12.00 pm (Melbourne time).

The Directors, other than Mr Maggiolo, recommend that Shareholders VOTE AGAINST ALL the resolutions and believe that the resolutions are not in the best interests of the Company or its Shareholders.

- As previously announced, McAleese has entered into a binding heads of agreement with its existing senior financiers and a consortium led by SC Lowy Primary Investments Ltd (**SC Lowy Consortium**) in relation to a proposed recapitalisation of McAleese (**Recapitalisation**).

- **If approved by Shareholders, the Recapitalisation will:**
 - **reduce the senior debt of McAleese by approximately \$80 million**
 - **create a stronger balance sheet and more sustainable business**
 - **provide all Shareholders with an opportunity to participate in the future of McAleese**

- The Board has undertaken a thorough process to seek alternative transactions to the Recapitalisation throughout a strategic process, preparations for which commenced in August 2015 and in which over 65 parties were approached including private equity funds, alternative capital providers and strategic and trade investors. This process was conducted with the forbearance of the Company's existing financiers. Mr Maggiolo was involved in all of the Board's deliberations and assessment of alternative transactions.
- **Havenfresh has not proposed an alternative to the Recapitalisation or any other solution to the financial difficulties faced by McAleese.**
- In the absence of the Recapitalisation or another solution to the financial difficulties faced by McAleese, Shareholders will not have a right to participate in the future of a recapitalised business and the Directors expect that Shareholders will not receive any value for their existing Shares.

- Shareholders will be given the opportunity to consider and vote on the Recapitalisation. The Company will send out a notice calling an Extraordinary General Meeting for that purpose (**Recapitalisation Meeting**). That notice of meeting will provide further detail about the Recapitalisation and be accompanied by an Independent Expert's Report to assist Shareholders in determining whether or not to approve the Recapitalisation.

What should you do now?

Enclosed is the Notice of Meeting and Explanatory Notes. I urge all Shareholders to carefully read all this material, and to wait until they receive the notice of meeting and materials (including an Independent Expert's Report) for the Recapitalisation Meeting, before deciding how to vote on the resolutions to be considered at this meeting.

If you are unable to attend the Meeting, I encourage you to complete the enclosed Voting Form. The Voting Form should be returned by mail or fax to Link Market Services Limited, McAleese's share registry, no later than 12.00 pm (Melbourne time) on Saturday 27 August 2016. Alternatively, you may vote directly or appoint a proxy online at www.linkmarketservices.com.au by following the instructions on the form (please see the Notice of Meeting and Voting Form for more information).

If you plan to attend the Meeting, please bring the enclosed Voting Form to assist us in registering your attendance.

Yours sincerely

McALEESE LIMITED



Don Telford
Chairman

NOTICE OF MEETING

MCALLEESE LIMITED ABN 86 156 354 068

Notice is given that a meeting of Shareholders of McAleese Limited (**McAleese** or the **Company**) will be held at **12.00 pm (Melbourne time)** on **Monday 29 August 2016** at the offices of Chartered Accountants Australia and New Zealand at Level 3, Bourke Place, 600 Bourke Street, Melbourne, Victoria.

Resolution 1 – Removal of Director – Mark Rowsthorn

To consider and, if thought fit, pass the following ordinary resolution:

“That Mark Rowsthorn be removed as a Director of the Company, with immediate effect.”

Resolution 2 – Removal of Director – Wayne Kent

To consider and, if thought fit, pass the following ordinary resolution:

“That Wayne Kent be removed as a Director of the Company, with immediate effect.”

Resolution 3 – Removal of Director – Donald Telford

To consider and, if thought fit, pass the following ordinary resolution:

“That Donald Telford be removed as a Director of the Company, with immediate effect.”

Resolution 4 – Removal of Director – Kerry Gleeson

To consider and, if thought fit, pass the following ordinary resolution:

“That Kerry Gleeson be removed as a Director of the Company, with immediate effect.”

Resolution 5 – Removal of Director – Warren Saxelby

To consider and, if thought fit, pass the following ordinary resolution:

“That Warren Saxelby be removed as a Director of the Company, with immediate effect.”

Resolution 6 – Appointment of Director – Harold Keith Price

To consider and, if thought fit, pass the following ordinary resolution:

“That Harold Keith Price be appointed as a Director of the Company, with immediate effect.”

Resolution 7 – Appointment of Director – Maurice Gregory Smith

To consider and, if thought fit, pass the following ordinary resolution:

“That Maurice Gregory Smith be appointed as a Director of the Company, with immediate effect.”

VOTING EXCLUSIONS

No voting exclusion applies to the resolutions before the Meeting under the Listing Rules or the *Corporations Act 2001* (Cth).

By order of the Board



Rohan Abeyewardene

Company Secretary

Dated: 18 July 2016

Voting Entitlement

The Board has determined that the Shareholders who are on McAleese's share register at **12.00 pm (Melbourne time) on Saturday 27 August 2016 (Record Time)** will be taken, for the purposes of the Meeting, to be entitled to attend and vote at the meeting.

Transactions registered after that time will accordingly be disregarded in determining which Shareholders are entitled to attend and vote at the meeting.

On a resolution decided by a show of hands, every Shareholder who is present in person or by proxy, representative or attorney will have one vote. Direct Votes will not be counted on a show of hands.

On a poll, every Shareholder who is present in person or by proxy, representative or attorney will have one vote for every fully paid ordinary share held by that Shareholder at the Record Time. Direct Votes by a Shareholder entitled to vote on a resolution will be counted as if the Shareholder had cast the votes in a poll at the Meeting.

Methods of Voting

A Shareholder may vote by:

- attending the Meeting and voting either in person or by attorney, or, in the case of corporate Shareholders, by corporate representative;
- lodging a Direct Vote using the Voting Form enclosed and lodging it with McAleese's Share Registry or online at www.linkmarketservices.com.au; or
- appointing a proxy to attend and vote on their behalf using the Voting Form enclosed and lodging it with McAleese's Share Registry or online at www.linkmarketservices.com.au.

To be effective, the Voting Form (and any Power of Attorney under which it is signed) must be received by McAleese at its Share Registry's address or facsimile number shown below, or lodged online at the website of McAleese's Share Registry by no later than 48 hours prior to the meeting which is **by 12.00 pm (Melbourne time) on Saturday 27 August 2016**.

The Voting Form must be signed in accordance with the instructions on the form. You will be taken to have signed your Voting Form if you lodge it online in accordance with the instructions on the website. A Voting Form accompanies this Notice of Meeting. For further information on voting, please refer to the Voting Form.

Direct Voting

By completing Box A of the Voting Form, you are voting your shares directly and are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form to cast a vote for that item. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote. If you give voting directions for at least one item, but leave the other item(s) blank, the vote on the items marked will be valid but no vote will be counted or treated as having been cast for the item(s) left blank. If no voting directions are given on all of the items then the Chairman will be deemed to be your appointed proxy. If you complete both Box A and Box B then you will be deemed to have chosen to appoint the person named (or if no person is named, the Chairman of the Meeting) as your proxy.

Voting by Proxy

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf using the enclosed Voting Form. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy may be either an individual or a corporation and need not be a Shareholder of McAleese. The Chairman intends to vote all available proxies against all resolutions.

Corporate Representatives

A Shareholder that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to exercise its powers at the meeting. Evidence of the appointment of a corporate representative must be in accordance with

section 250D of the Corporations Act and be lodged with McAleese before the Meeting or at the registration desk on the day of the Meeting.

If the appointment of a corporate representative is signed under power of attorney, the power of attorney under which the appointment is signed, or a certified copy of that power of attorney, must accompany the appointment unless the power of attorney has been previously noted by McAleese's Share Registry.

Lodging Voting Form

Voting Forms may be lodged at McAleese's Share Registry at the following addresses:

By Mail:

McAleese Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By Fax:

+61 2 9287 0309

By Hand:

Delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12, 680 George Street
Sydney NSW 2000

*During business hours (Monday to Friday, 9:00 am to 5:00 pm)

Online:

To lodge your vote online, log in to the Link Market Services website, www.linkmarketservices.com.au, using the holder details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their 'Holder Identifier' (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).

EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes provide information on the resolutions to be considered at the General Meeting of McAleese Limited to be held at **12.00 pm (Melbourne time) on Monday 29 August 2016** at the offices of Chartered Accountants Australia and New Zealand at Level 3, Bourke Place, 600 Bourke Street, Melbourne, Victoria and form part of the Notice of Meeting.

The Explanatory Notes should be read in conjunction with the Notice of Meeting.

RECAPITALISATION

McAleese has entered into a binding heads of agreement with its existing senior financiers and the SC Lowy Consortium in relation to the Recapitalisation.

If approved by Shareholders, the Recapitalisation will:

- **reduce the senior debt of McAleese by approximately \$80 million**
- **create a stronger balance sheet and more sustainable business**
- **provide all Shareholders with an opportunity to participate in the future of McAleese**

HAVENFRESH STATEMENT

On 27 June 2016, McAleese received a notice from Havenfresh (an approximate 7% Shareholder) requesting that the Directors of the Company call a meeting of Shareholders under section 249D of the Corporations Act 2001 (Cth) to consider resolutions to remove Mark Rowsthorn, Wayne Kent, Donald Telford, Kerry Gleeson and Warren Saxelby as Directors and to appoint Harold Price and Maurice Smith as Directors.

Mr Gilberto Maggiolo is a director of McAleese and a director of Havenfresh. Havenfresh has not proposed that Mr Maggiolo be removed as a director.

Havenfresh has stated in its notice that it is seeking to make changes to the Board of the Company because it “is concerned about the proposed refinancing of the Company’s existing debt facilities and the recapitalisation proposal announced by the Company on 7 June 2016. Havenfresh does not believe either of these proposed transactions are in the best interests of the Company or its shareholders”.

This Meeting has been convened in compliance with section 249D of the Corporations Act.

Havenfresh has not proposed an alternative to the Recapitalisation or any other solution to the financial difficulties faced by McAleese.

Havenfresh has not provided any information about, or biographies for, Mr Price or Mr Smith.

THE BOARD’S RESPONSE

The Directors, other than Mr Maggiolo, strongly recommend that Shareholders VOTE AGAINST ALL the resolutions and believe that the resolutions are not in the best interests of the Company or its Shareholders.

The Board, other than Mr Maggiolo, does not believe that Havenfresh’s proposal to remove all of the Company’s current directors (except for Mr Maggiolo) and to appoint two new directors is in the best interests of the Company or its Shareholders.

The Board undertook a thorough process to seek alternative transactions before deciding to proceed with the Recapitalisation. Mr Maggiolo was involved in all of the Board’s deliberations and assessment of alternative transactions to the Recapitalisation.


The independent Directors¹, other than Mr Maggiolo, are satisfied that the Recapitalisation is in the best interests of McAleese and its Shareholders.


Shareholders will be given the opportunity to consider and vote on the Recapitalisation. The Company will send out a notice calling an Extraordinary General Meeting for that purpose (**Recapitalisation Meeting**). That notice of meeting will provide further detail about the Recapitalisation and will be accompanied by an Independent Expert’s Report to assist Shareholders in determining whether or not to approve the Recapitalisation.

¹ Mr Mark Rowsthorn is not an independent director in relation to the Recapitalisation given his commitment to underwrite the proposed entitlement offer to McAleese shareholders of subordinated, secured convertible notes as part of the Recapitalisation.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 McAleese Group
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309


 **BY HAND**
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138; or
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474

X99999999999
VOTING FORM

I/We being a member(s) of McAleese Group and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY
☐ **elect to lodge my/our vote(s) directly (mark box)**
 in relation to the General Meeting of the Company to be held at **12:00pm on Monday, 29 August 2016**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR
B APPOINT A PROXY
☐ **the Chairman of the Meeting (mark box)**
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **12:00pm on Monday, 29 August 2016 at the offices of Chartered Accountants Australia and New Zealand at Level 3, Bourke Place, 600 Bourke Street, Melbourne, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies AGAINST each item of business.
VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

 Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Removal of Director – Mark Rowsthorn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Removal of Director – Warren Saxelby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Removal of Director – Wayne Kent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of Director – Harold Keith Price	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Removal of Director – Donald Telford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Appointment of Director – Maurice Gregory Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal of Director – Kerry Gleeson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2
SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm on Saturday, 27 August 2016**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MAIL

McAleese Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**