

27 June 2016

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

By electronic lodgement

Requisition of shareholders meeting

McAleese Limited (**McAleese**) refers to its announcement of earlier today, which advised that it had received a notice under section 249D of the Corporations Act (**First Notice**) from Havenfresh Pty Ltd (**Havenfresh**), an approximate 7% shareholder in McAleese, requisitioning a meeting of shareholders.

Havenfresh has withdrawn the First Notice after two of the three new directors proposed by Havenfresh, Mssrs John William Paul Garaty and Russell William Shields, withdrew their consent to act as directors.

Pursuant to Listing Rule 3.17A.1, McAleese advises that it has received a new notice under section 249D of the Corporations Act (**Second Notice**) from Havenfresh requisitioning a meeting of shareholders. A copy of the Second Notice is attached.

The resolutions proposed in the Second Notice again include the removal of each of the directors of McAleese other than Mr Gilberto Maggiolo, a director of both Havenfresh and McAleese. As disclosed in today's earlier announcement, despite extensive deliberations by the Board on the Company's proposed recapitalisation over many months, the Board was not informed of Mr Maggiolo's current position on the recapitalisation until 21 June 2016.

The Second Notice proposes resolutions for the appointments of Mssrs Harold Keith Price and Maurice Gregory Smith as directors of McAleese.

McAleese confirms that the heads of agreement announced on 7 June 2016 is legally binding on all parties to it. The acquisition of McAleese's existing senior debt by the SC Lowy Consortium is expected to occur by the end of June 2016.

The Board is considering its obligations with respect to the Second Notice and will provide an update in due course.

Ends

McAleese Limited ACN 156 354 068

Notice

To: McAleese Limited ACN 156 354 068 (**Company**)

This notice has been prepared by Havenfresh Pty Ltd ACN 077 586 424 (**Havenfresh**). Havenfresh 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.

Havenfresh (being a member of the Company with at least 5% of the votes that may be cast) gives notice under section 249D of the *Corporations Act 2001* (Cth) that it requests the directors of the Company to call and arrange to hold a general meeting (**Meeting**) and that each of the resolutions set out below is to be proposed at the Meeting as an ordinary resolution:

- (a) that Mark Rowsthorn be removed as a director of the Company, with immediate effect;
- (b) that Wayne Kent be removed as a director of the Company, with immediate effect;
- (c) that Donald Telford be removed as a director of the Company, with immediate effect;
- (d) that Kerry Gleeson be removed as a director of the Company, with immediate effect;
- (e) that Warren Saxelby be removed as a director of the Company, with immediate effect;
- (f) that Harold Keith Price be appointed as a director of the Company, with immediate effect; and
- (g) that Maurice Gregory Smith be appointed as a director of the Company with immediate effect.

Dated: 27 June 2016

Signed for and on behalf of
Havenfresh Pty Ltd ACN 077 586 424 under Power
of Attorney in the presence of:

^ 
Signature of witness

^ Amanda Mason
Name of witness (print)

^ 
Signature of Attorney

^ Antonio Bossio
Full name of Attorney