

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme McAleese Limited

ACN/ARSN 156 354 068

1. Details of substantial holder (1)

Name McAleese Limited

ACN/ARSN (if applicable) 156 354 068

The holder ceased to be a
substantial holder on 03 / 09 / 2014

The previous notice was given to the company on 24 / 03 / 2014

The previous notice was dated 24 / 03 / 2014

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
03/09/2014	McAleese Limited	<p>The nature of McAleese Limited's relevant interest related to a restriction on disposal of shares under voluntary escrow arrangements disclosed in McAleese Limited's prospectus dated 12 November 2013 which gave McAleese Limited a technical 'relevant interest' in its own shares under section 608(1)(c) of the Corporations Act. However, McAleese Limited had no right to acquire these shares or to control the voting rights attaching to these shares.</p> <p>The nature of the change is the cessation of the escrow period on 3 September 2014, which has resulted in the cessation of the technical 'relevant interest' held by McAleese Limited in its own shares.</p>	Not applicable	170,114,311 fully paid ordinary shares	McAleese Limited did not have any right to control the voting rights attaching to these shares.

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
McAleese Limited	Level 4, 697 Burke Road, Camberwell Vic 3124
Holders listed in Annexure A	c/- McAleese Limited, Level 4, 697 Burke Road, Camberwell Vic 3124

Signature

print name Rohan Michael Abeyewardene

capacity Secretary

sign here

date 03 / 09 / 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

McAleese Limited (ACN 156 354 068)

Annexure A

This is Annexure A of 1 page referred to in Form 605 – Notice of ceasing to be a substantial holder

Signed:

Date: 3 September 2014

	Registered holder of shares	Number of ordinary shares
1.	MJ McSweeney and CP McSweeney in their capacity as trustees of GSH Superannuation Fund	86,837
2.	Kazakco Pty Ltd as trustee for the Kent Family Trust	2,976,408
3.	Jawess Pty Ltd as trustee for the Kent Family Super Trust	868,368
4.	Christopher Reginald Keast and Margaret Keast as trustee for CR Keast Family Super Fund	173,674
5.	Stephen John Green	95,211
6.	Paullisa Pty Ltd as trustee for Garaty Super Fund	260,511
7.	Donald MacNichol Telford	121,608
8.	Mostia Dion Nominees in its capacity as trustee of the Mark Rowsthorn Family Trust	78,052,897
9.	Mark Rowsthorn Superannuation Fund Pty Ltd in its capacity as trustee of the Mark Rowsthorn Superannuation Fund	8,970,321
10.	D.C.M.F Pty Ltd	4,493,850
11.	H.K.Price Pty Ltd	19,677,364
12.	Gainslip Pty Ltd	19,918,941
13.	Havenfresh Pty Ltd	19,918,941
14.	Rasmussen Holdings Pty Ltd	12,998,577
15.	MG Pillhofer Pty Ltd in its capacity as trustee of the Pillhofer Family Trust	826,497
16.	McAleese Investments Pty Ltd as trustee for the McAleese Employee Share Trust	674,306
	Total	170,114,311