

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: McAleese Limited
ABN: 86 156 354 068

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mark Rowsthorn
Date of last notice	4 December 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	2 March 2015
No. of securities held prior to change	Mostia Dion Nominees Pty Ltd <Mark Rowsthorn Family A/C>: 78,052,897 fully paid ordinary shares Mark Rowsthorn Superannuation Fund Pty Ltd: 8,970,321 fully paid ordinary shares
Class	Performance rights (unquoted)
Number acquired	1,042,806
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	As described in the 2014 Notice of Annual General Meeting (AGM), the number of Performance Rights was determined based on a formula which used the 10 day volume weighted average price on the 10 trading days immediately following the date of the AGM.
No. of securities held after change	78,052,897 fully paid ordinary shares – Mostia Dion Nominees Pty Ltd <Mark Rowsthorn Family A/C> 8,970,321 fully paid ordinary shares – Mark Rowsthorn Superannuation Fund Pty Ltd 1,042,806 performance rights (unquoted) – Mark Rowsthorn
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Performance Rights pursuant to the McAleese Group Rights Plan and in accordance with shareholder approval obtained at the McAleese Limited AGM on 20 November 2014.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable

+ See chapter 19 for defined terms.

Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.