



ASX Announcement

10 April 2018

AWE Appendix 3Ys – Mitsui Takeover Offer

Please find attached Appendix 3Ys for the following AWE directors as a result of the acceptance of the Mitsui Takeover Offer on Mitsui's relevant interest reaching at least 50.1% and the offer becoming unconditional:

- Ken Williams
- David Biggs (1)
- David McEvoy
- Ray Betros
- Karen Penrose
- Andy Rigg

(1) In respect of Mr Biggs the Appendix 3Y also includes the issue of shares on the vesting of employee cash share rights (refer Appendix 3B of 6 April 2018).

Yours Sincerely

Neville Kelly
Company Secretary
AWE Limited



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	AWE Limited
ABN	70 077 897 440

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	Kenneth Williams
Date of last notice	22 December 2017

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Balmoral Investments Superannuation Fund Beneficiary and Trustee
Date of change	04 April 2018
No. of securities held prior to change	83,703 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	83,703
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.95 per share
No. of securities held after change	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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?	N/A
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

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

Name of entity	AWE Limited
ABN	70 077 897 440

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	David Biggs
Date of last notice	22 December 2017

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 and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	David Biggs Family Trust – Beneficiary and Trustee
Date of change	04 April 2018 – 06 April 2018
No. of securities held prior to change	13,703 Ordinary Shares 920,282 Cash Share Rights vesting 30 June 2019 1,258,992 Cash Share Rights vesting 30 June 2020
Class	Ordinary Shares and Cash Share Rights
Number acquired	2,179,274 Ordinary Shares
Number disposed	13,703 Ordinary Shares 920,282 Cash Share Rights vesting 30 June 2019 1,258,992 Cash Share Rights vesting 30 June 2020
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Ordinary Shares Disposed - \$0.95 per share Cash Share Rights Disposed – issue of AWE Ordinary Shares Ordinary Shares Acquired – nil consideration
No. of securities held after change	2,179,274 Ordinary Shares held directly

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary Shares Disposed Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional. Cash Share Rights Disposed/Ordinary Shares Acquired Vesting of cash share rights on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.
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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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
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

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

Name of entity	AWE Limited
ABN	70 077 897 440

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	David McEvoy
Date of last notice	22 December 2017

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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Tamarind Corporation Pty Ltd ATF Gypsy Super Fund Trustee and Beneficiary
Date of change	04 April 2018
No. of securities held prior to change	33,703 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	33,703
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.95 per share
No. of securities held after change	Nil
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>	Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.

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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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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?	N/A
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

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Name of entity	AWE Limited
ABN	70 077 897 440

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	Raymond Betros
Date of last notice	22 December 2017

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Strobe Nominees Pty Ltd (Betros Family A/C) Trustee
Date of change	04 April 2018
No. of securities held prior to change	73,703 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	73,703
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.95 per share
No. of securities held after change	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.

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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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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?	N/A
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

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Name of entity	AWE Limited
ABN	70 077 897 440

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	Karen Penrose
Date of last notice	22 December 2017

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	GKP Acquisitions Pty Ltd <Karen Lee Super Fund A/C>
Date of change	04 April 2018
No. of securities held prior to change	53,703 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	53,703
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.95 per share
No. of securities held after change	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.

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Part 2 – Change of director's interests in contracts

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Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
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Name of entity	AWE Limited
ABN	70 077 897 440

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	Andrew Rigg
Date of last notice	22 December 2017

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Lindy Lou Rigg (spouse)
Date of change	04 April 2018
No. of securities held prior to change	13,950 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	13,950
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.95 per share
No. of securities held after change	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acceptance of Mitsui Takeover Offer on Mitsui relevant interest being in excess of 50.1% and offer becoming unconditional.

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Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

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