

## Appendix 2A

### Application for quotation of +securities

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.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

#### Part 1 – Entity and announcement details

| Question no | Question   | Answer  |
|-------------|--|---|
| 1.1         | *Name of entity<br>We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. <sup>1</sup>   | Brickworks Limited  |
| 1.2         | *Registration type and number<br><i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ABN 17 000 028 526  |
| 1.3         | *ASX issuer code   | BKW   |
| 1.4         | *This announcement is<br><i>Tick whichever is applicable.</i>  | <input checked="" type="checkbox"/> A new announcement<br><input type="checkbox"/> An update/amendment to a previous announcement<br><input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a        | *Reason for update<br><i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>   | N/A   |
| 1.4b        | *Date of previous announcement to this update<br><i>Mandatory only if "Update" ticked in Q1.4 above.</i>   | N/A   |
| 1.4c        | *Reason for cancellation<br><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>  | N/A   |
| 1.4d        | *Date of previous announcement to this cancellation<br><i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>   | N/A   |

<sup>1</sup> Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

|     |                            |                |
|-----|----------------------------|----------------|
| 1.5 | *Date of this announcement | 2 October 2020 |
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## Part 2 – Type of issue

| Question No. | Question  | Answer  |
|--------------|---|---|
| 2.1          | <p>*The +securities to be quoted are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i></p>  | <p><input type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B</p> <p><input type="checkbox"/> Being issued under a +dividend or distribution plan</p> <p><input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted</p> <p><input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities</p> <p><input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire</p> <p><input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><input checked="" type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><input type="checkbox"/> Other</p> |
| 2.2a.1       | <p>*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i></p>         | N/A   |
| 2.2a.2       | <p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | N/A   |

|          |  |     |
|----------|--|-----|
| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p>  | N/A |
| 2.2b.1   | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p>   | N/A |
| 2.2b.2   | <p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p> | N/A |
| 2.2c.1   | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p>  | N/A |
| 2.2c.2   | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p>   | N/A |
| 2.2d.1   | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p>   | N/A |

|        |  |   |
|--------|--|---|
| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p>  | N/A   |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p>  | N/A   |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p>   | N/A   |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p>  | N/A   |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p>   | N/A   |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | <ol style="list-style-type: none"> <li>1. Deferred Employee Share Plan 2 (DESP)<br/><b>190,403</b> ordinary shares</li> <li>2. Executive Rights Plan (ERP)<br/><b>32,657</b> ordinary shares</li> </ol> |

| 2.2g.2        | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>   | <p>1. DESP<br/><a href="#">Refer to Attachment 1 for Summary</a></p> <p>2. ERP<br/><a href="#">Refer to Attachment 2 for Summary</a></p>   |             |                           |                       |               |               |       |
|---------------|--|--|-------------|---------------------------|-----------------------|---------------|---------------|-------|
| 2.2g.3        | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>   | Yes  |             |                           |                       |               |               |       |
| 2.2g.3.a      | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" data-bbox="338 967 1362 1066"> <thead> <tr> <th>Name of KMP</th><th>Name of registered holder</th><th>Number of +securities</th></tr> </thead> <tbody> <tr> <td>Megan Kublins</td><td>Megan Kublins</td><td>5,202</td></tr> </tbody> </table> |  | Name of KMP | Name of registered holder | Number of +securities | Megan Kublins | Megan Kublins | 5,202 |
| Name of KMP   | Name of registered holder  | Number of +securities  |             |                           |                       |               |               |       |
| Megan Kublins | Megan Kublins  | 5,202  |             |                           |                       |               |               |       |
| 2.2h.1        | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p>  | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset<br/>[provide details below]</p> <p><input type="checkbox"/> To pay for services rendered<br/>[provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> |             |                           |                       |               |               |       |
| 2.2h.2        | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p>   | N/A  |             |                           |                       |               |               |       |
| 2.2i          | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p>   | No   |             |                           |                       |               |               |       |

|        |   |  |
|--------|---|--|
| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | N/A  |
| 2.3    | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p>  | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p> |

### Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

*Answer the questions in this Part if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".*

| Question No. | Question                            | Answer |
|--------------|-------------------------------------|--------|
| 3A.1         | *ASX security code & description    | N/A    |
| 3A.2         | *Number of +securities to be quoted | N/A    |

### Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

*Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".*

| Question No. | Question   | Answer                         |
|--------------|--|--------------------------------|
| 3B.1         | *ASX security code & description   | BKW fully paid ordinary shares |
| 3B.2         | *Number of +securities to be quoted  | <b>223,060</b>                 |
| 3B.3a        | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?                                    | Yes                            |
| 3B.3b        | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | N/A                            |
| 3B.3c        | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p>                  | N/A                            |
| 3B.3d        | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p>              | N/A                            |

|       |  |     |
|-------|--|-----|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> <li>• in relation to the next dividend, distribution or interest payment; or</li> <li>• for any other reason</li> </ul> <p>Answer this question if your response to Q3B.3a is "No".</p> <p>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</p> | N/A |
|-------|--|-----|

### Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question  | Answer   |
|--------------|---|--|
| 3C.1         | *Security description   | N/A  |
| 3C.2         | <p>*Security type</p> <p>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units<br><input type="checkbox"/> Options<br><input type="checkbox"/> +Convertible debt securities<br><input type="checkbox"/> Non-convertible +debt securities<br><input type="checkbox"/> Redeemable preference shares/units<br><input type="checkbox"/> Other |
| 3C.3         | <p>ISIN code</p> <p>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</p>   | N/A  |
| 3C.4         | *Number of +securities to be quoted   | N/A  |
| 3C.5a        | *Will all the +securities issued in this class rank equally in all respects from the issue date?  | N/A  |
| 3C.5b        | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p>Answer this question if your response to Q3C.5a is "No".</p>   | N/A  |
| 3C.5c        | <p>*Provide the actual non-ranking end date</p> <p>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</p>  | N/A  |
| 3C.5d        | <p>*Provide the estimated non-ranking end period</p> <p>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</p>  | N/A  |

| 3C.5e                      | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> <li>in relation to the next dividend, distribution or interest payment; or</li> <li>for any other reason</li> </ul> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p>   | N/A                                  |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
|----------------------------|--|--------------------------------------|----------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|
| 3C.6                       | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>You may cross-reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i></p>  | N/A                                  |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 3C.7                       | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).</i></p> <p><i>If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i></p>  | N/A                                  |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 3C.8                       | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td></td><td></td></tr> <tr> <td>1,001 – 5,000</td><td></td><td></td></tr> <tr> <td>5,001 – 10,000</td><td></td><td></td></tr> <tr> <td>10,001 – 100,000</td><td></td><td></td></tr> <tr> <td>100,001 and over</td><td></td><td></td></tr> </tbody> </table> <p><i>Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> |                                      | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 |  |  | 1,001 – 5,000 |  |  | 5,001 – 10,000 |  |  | 10,001 – 100,000 |  |  | 100,001 and over |  |  |
| Number of +securities held | Number of holders  | Total percentage of +securities held |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 1 – 1,000                  |  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 1,001 – 5,000              |  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 5,001 – 10,000             |  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 10,001 – 100,000           |  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 100,001 and over           |  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
| 3C.9a                      | <p><b>Ordinary fully or partly paid shares/units details</b></p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p>  |                                      |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
|                            | <p>*+Security currency</p> <p><i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i></p>   | N/A                                  |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |
|                            | <p>*Will there be CDIs issued over the +securities?</p>  | N/A                                  |                            |                   |                                      |           |  |  |               |  |  |                |  |  |                  |  |  |                  |  |  |



|       |  |     |
|-------|--|-----|
|       | <p><b>*CDI ratio</b></p> <p>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</p>  | X:Y |
|       | <p><b>*Is it a partly paid class of +security?</b></p>   | N/A |
|       | <p><b>*Paid up amount: unpaid amount</b></p> <p>Answer this question if answered "Yes" to the previous question.</p> <p>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</p> <p>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</p> <p>The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</p> | X:Y |
|       | <p><b>*Is it a stapled +security?</b></p> <p>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</p>  | N/A |
| 3C.9b | <p><b>Option details</b></p> <p>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</p>   |     |
|       | <p><b>*+Security currency</b></p> <p>This is the currency in which the exercise price is payable.</p>  | N/A |
|       | <p><b>*Exercise price</b></p> <p>The price at which each option can be exercised and convert into the underlying security.</p> <p>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</p>   | N/A |
|       | <p><b>*Expiry date</b></p> <p>The date on which the options expire or terminate.</p>   | N/A |
|       | <p><b>*Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if an option is exercised</b></p> <p>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</p>  | N/A |

|       |   |   |
|-------|---|---|
| 3C.9c | <b>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</b><br><i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i><br><i>Refer to Guidance Note 34 and the “Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities” for further information on certain terms used in this section</i> |   |
|       | <b>*Type of +security</b><br><i>Select one item from the list</i>   | <input type="checkbox"/> Simple corporate bond<br><input type="checkbox"/> Non-convertible note or bond<br><input type="checkbox"/> Convertible note or bond<br><input type="checkbox"/> Preference share/unit<br><input type="checkbox"/> Capital note<br><input type="checkbox"/> Hybrid security<br><input type="checkbox"/> Other |
|       | <b>*+Security currency</b><br><i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i>   | N/A   |
|       | <b>Face value</b><br><i>This is the principal amount of each security.</i><br><i>The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i>   | N/A   |
|       | <b>*Interest rate type</b><br><i>Select one item from the list</i><br><i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i>   | <input type="checkbox"/> Fixed rate<br><input type="checkbox"/> Floating rate<br><input type="checkbox"/> Indexed rate<br><input type="checkbox"/> Variable rate<br><input type="checkbox"/> Zero coupon/no interest<br><input type="checkbox"/> Other  |
|       | <b>Frequency of coupon/interest payments per year</b><br><i>Select one item from the list.</i>  | <input type="checkbox"/> Monthly<br><input type="checkbox"/> Quarterly<br><input type="checkbox"/> Semi-annual<br><input type="checkbox"/> Annual<br><input type="checkbox"/> No coupon/interest payments<br><input type="checkbox"/> Other   |
|       | <b>First interest payment date</b><br><i>A response is not required if you have selected “No coupon/interest payments” in response to the question above on the frequency of coupon/interest payments</i>   | N/A   |
|       | <b>Interest rate per annum</b><br><i>Answer this question if the interest rate type is fixed.</i>   | N/A      % p.a.   |
|       | <b>*Is the interest rate per annum estimated at this time?</b><br><i>Answer this question if the interest rate type is fixed.</i>   | N/A   |
|       | <b>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</b><br><i>Answer this question if the interest rate type is fixed and your response to the previous question is “Yes”.</i><br><i>Answer “Unknown” if the date is not known at this time.</i>  | N/A   |

|  |   |  |
|--|---|--|
|  | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>  | N/A  |
|  | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>  | N/A  |
|  | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p>  | N/A  |
|  | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p>   | N/A      % p.a.  |
|  | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> <li>• "s128F exempt" means interest payments are not taxable to non-residents;</li> <li>• "Not s128F exempt" means interest payments are taxable to non-residents;</li> <li>• "s128F exemption status unknown" means the issuer is unable to advise the status;</li> <li>• "Not applicable" means s128F is not applicable to this security</li> </ul> | <input type="checkbox"/> s128F exempt<br><input type="checkbox"/> Not s128F exempt<br><input type="checkbox"/> s128F exemption status unknown<br><input type="checkbox"/> Not applicable |
|  | <p>*Is the +security perpetual (i.e. no maturity date)?</p>   | N/A  |
|  | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p>   | N/A  |

|  |  |  |
|--|--|--|
|  | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p>   | <input type="checkbox"/> Simple<br><input type="checkbox"/> Subordinated<br><input type="checkbox"/> Secured<br><input type="checkbox"/> Converting<br><input type="checkbox"/> Convertible<br><input type="checkbox"/> Transformable<br><input type="checkbox"/> Exchangeable<br><input type="checkbox"/> Cumulative<br><input type="checkbox"/> Non-Cumulative<br><input type="checkbox"/> Redeemable<br><input type="checkbox"/> Extendable<br><input type="checkbox"/> Reset<br><input type="checkbox"/> Step-Down<br><input type="checkbox"/> Step-Up<br><input type="checkbox"/> Stapled<br><input type="checkbox"/> None of the above |
|  | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p>   | N/A  |
|  | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p>  | N/A  |
|  | <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the +securities to be quoted are converted, transformed or exchanged</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</i></p> | N/A  |

## Part 4 – Issue details

| Question No. | Question  | Answer         |
|--------------|---|----------------|
| 4.1          | *Have the +securities to be quoted been issued yet?   | Yes            |
| 4.1a         | <p>*What was their date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "Yes".</i></p>   | 2 October 2020 |
| 4.1b         | <p>*What is their proposed date of issue?</p> <p><i>Answer this question if your response to Q4.1 is "No".</i></p>  | 2 October 2020 |
| 4.2          | <p>*Are the +securities to be quoted being issued for a cash consideration?</p> <p><i>If the securities are being issued for nil cash consideration, answer this question "No".</i></p> | Yes            |

|      |  |  |
|------|--|--|
| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p>  | AUD  |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | <p>1. DESP      <b>\$19.50</b></p> <p>2. ERP        <b>\$19.50</b></p> |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p>  | N/A  |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p>  | N/A  |
| 4.3  | Any other information the entity wishes to provide about the issue   | N/A  |

## Part 5 – Issued capital following quotation

|   |  |                                      |
|---|--|--------------------------------------|
| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.</i></p> <p><i>If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 5.2.</i></p> |  |                                      |
| 5.1   | <p><b>*Quoted +securities</b> (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> |                                      |
|   | ASX security code and description  | Total number of +securities on issue |
|   | BKW fully paid ordinary shares   | <b>150,160,649</b>                   |
| 5.2   | <p><b>*Unquoted +securities</b> (total number of each +class of +securities issued but not quoted on ASX):</p>   |                                      |
|   | ASX security code and description  | Total number of +securities on issue |
|   | BKW Performance Rights   | <b>175,799</b>                       |

## Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question   | Answer    |
|--------------|--|-----------|
| 6.1          | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?  | No        |
| 6.1a         | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1<br><i>Answer this question if the response to Q6.1 is “Yes”.</i>  | N/A       |
| 6.1b         | *Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1?<br><i>Answer this question if the response to Q6.1 is “No”.</i>   | No        |
| 6.1b.1       | *How many +securities are being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1?<br><i>Answer this question if the response to Q6.1 is “No” and the response to Q6.1b is “Yes”.</i><br><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i> | N/A       |
| 6.1c         | *Are any of the +securities being issued without +security holder approval using the entity’s additional 10% placement capacity under listing rule 7.1A (if applicable)?<br><i>Answer this question if the response to Q6.1 is “No”.</i>   | No or N/A |

|        |  |     |
|--------|--|-----|
| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i></p> | N/A |
|--------|--|-----|

Introduced 01/12/19, amended 31/01/20

## **Attachment 1**

### **Summary - Deferred Employee Share Plan 2 (DESP)**

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#### **Key Terms**

Under the DESP, shares in Brickworks are acquired on the basis of, and in addition to, participant's existing base salary (which is calculated on 31 July of the relevant year and includes superannuation). The amount of this contribution is set out in the participant's invitation letter. If a participant decides not to participate in the DESP they will not be entitled to receive their contribution from Brickworks in any other form and will not acquire any shares in Brickworks under the DESP.

The shares a participant receives under the DESP will vest over a five year period (the shares will vest in five equal tranches on 31 July in each of the five years following the date of acquisition of the shares). Participants will not be able to sell or deal with securities until they have vested.

If:

- a participant resigns from employment with the Brickworks Group or have their employment with the Brickworks Group terminated before the end of the five year vesting period, the participant will forfeit those shares allocated to them that have not yet vested;
- a participant who is made redundant or permanently leaves their employment with the Brickworks Group due to disability, death or bona fide retirement, then those shares that have been allocated but have not yet vested may be awarded to the participant; or
- there is a material change in the ownership of the Brickworks Group or the participant is transferred within a division of the Brickworks Group that is divested, any shares that have been allocated to the participant but have not yet vested will immediately vest.

The Plan Trustee, CPU Share Plans Pty Ltd (ABN 20 081 600 875), will acquire the number of Brickworks shares, as close as possible in value to the contribution set out in the participant's invitation letter, rounding down to the nearest whole share. Shares will either be acquired through an on-market purchase on the Australian Securities Exchange ("**ASX**") or through the issue of new shares at either:

- the Volume Weighted Average Price ("**VWAP**") of any shares purchased on-market for the purposes of the DESP over the 5 days immediately preceding the issue of shares; or
- if no shares have been purchased on-market for the purpose of the DESP for the same period, the VWAP of Brickworks shares on the ASX over the 5 days immediately preceding the issue of the shares.

Shares acquired under the DESP will be registered in the name of the Plan Trustee and held on behalf of participants in accordance with the Plan Rules and Trust Deed.



## **Deferred Employee Share Plan Rules 2 rules (the Plan Rules)**

The following is a summary of the Plan Rules.

- The Board has the discretion to invite participants to participate in the DESP.
- The Board has the ability to determine, in accordance with the Plan Rules, the terms and conditions on which participants will be invited to participate in the DESP. That includes the maximum number of shares that may be acquired, any performance hurdles applicable to some or all of the shares, the forfeiture events applicable to some or all of the shares, any dealing restrictions that will be imposed on the Shares, the period during which offers may be accepted and the instructions for accepting those offers.
- The Board may also determine that any Shares allocated to or on behalf of a participant in the DESP will be held by the Plan Trustee.
- The Board may form policy and make regulations for the operation of the DESP that are consistent with the Plan Rules.

## **Trust deed relating to the Brickworks Limited Deferred Employee Share Plan 2 Trust (the Trust Deed)**

The following is a summary of the Trust Deed:

- Under the Trust Deed, Brickworks has appointed CPU Share Plans Pty Limited to act as the Plan Trustee.
- The Plan Trustee's role is to hold funds and shares on behalf of DESP participants. The Plan Trustee is able to hold funds and Shares on an allocated or unallocated basis. Where funds and/or shares are held on an allocated basis, the Plan Trustee will hold those funds and/or shares for an identified DESP participant. Where funds and/or Shares are held on an unallocated basis, the Plan Trustee will hold those funds and/or shares on behalf of all DESP participants generally.
- The Plan Trustee is bound to comply with the Trust Deed and Plan Rules, and must not deal with any DESP participant's allocated trust property except in accordance with the Trust Deed and Plan Rules.
- While the Plan Trustee holds shares on an allocated basis for an identified DESP participant, that participant is entitled to receive any dividends and franking credits which relate to those dividends, entitlement to rights, bonus issues and other distributions or entitlements made in respect of shares held by the Plan Trustee for a DESP participant's benefit, and to exercise the voting rights attached to those shares.
- Brickworks is required to pay the Plan Trustee's costs and expenses in administering the Brickworks Limited Employee Share Trust.
- The Board is able to remove, accept the resignation of, or appoint a new Plan Trustee.
- The Board is able to add to, vary or waive or vary the application of any provisions of the Trust Deed and Plan Rules.

## **Attachment 2**

### **Summary -Executive Rights Plan (ERP)** (excluding the MD and CFO)

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The key terms of the ERP are set out below.

#### **Dividends and voting rights**

The Performance Rights do not have voting rights attached to them.

In order to align the participants' and shareholders' interests, the participants will be compensated at the end of the performance period for dividends during the performance period on those Performance Rights that meet the performance criteria. No compensation will be provided for dividends on rights that do not meet the performance criteria.

#### **Quantum & number of Performance Rights**

Participants are awarded a maximum number of Performance Rights determined by dividing the maximum opportunity by the volume weighted average price (**VWAP**) of Company shares traded on the ASX 5 trading days prior to the grant date.

The Awards the subject of this Invitation are subject to the Vesting Conditions set out in Part A of Schedule 1. The Awards the subject of this Invitation are subject to the Exercise Conditions set out in Part B of Schedule 1.

If there are Exercise Conditions set out in Part B of Schedule 1 and they are satisfied and/or otherwise waived by the Board in accordance with the Plan Rules, a Confirmation Notice will be sent to you by the Company.

If the Vesting Conditions are satisfied and/or otherwise waived by the Board in accordance with the Plan Rules, a Vesting Notice will be sent to you by the Company. Unless and until the Vesting Notice is issued by the Company, the Awards will not be considered to have vested.

After vesting and exercise, each Performance Right is adjusted in accordance with the following formula:

$$(1 + \text{Adjustment Number})$$

Where:

**Adjustment Number** means the Notional Dividend Value divided by the volume weighted average of the selling price of the Company's shares recorded on the ASX over 5 ASX trading days immediately preceding the exercise date that the exercised Performance Right is equity settled and/or cash settled or such other period as determined by the Board.

**Holding Period** means, in respect of a Performance Right, the period between the first day of the financial year of the Company in which the Grant Date occurs and the exercise date of the Award.

**Notional Dividend Value** means the value (expressed in dollars) equal to the aggregate amount of dividends that would have been payable to the managing Director (**MD**) on one share of the Company with dividend record dates occurring during the Holding Period, such value to be grossed up or otherwise adjusted to account for:

- (A) the value of any franking credits and tax offsets which would have been available to the MD had the MD actually been paid the dividends referred to above; and
- (B) the time value of money during the period elapsed between the time the relevant party would have been paid each relevant dividend and the exercise date of the Performance Right.

The maximum number of shares in the Company that may be received is equal to the maximum number of Performance Rights as adjusted.

No exercise price will be payable upon the exercise of the Performance Rights.

### **Cessation of employment**

Unvested Performance Rights will generally remain on foot subject to the original performance hurdles and will be tested in the normal course.

Unvested Performance Rights will be forfeited if the participant's employment is terminated for cause.

### **Clawback**

The Board and the Remuneration Committee have discretion with regard to the remuneration outcomes including the LTI wherever and whenever this is considered appropriate. This discretion also applies in the event of financial misstatement, reputational damage and/or evidence of misconduct.

### **Change of Control**

If a change of control event occurs in relation to Brickworks Limited then any shares held by the employee share plan trust on behalf of a participant will vest immediately upon the announcement to ASX of a change of control event.

Any Performance Rights issued to participants are at no cost to the participant as they form part of his remuneration.

No loans will be made by the Company in relation to the acquisition of securities under the Plan

## **Schedule 1 – Vesting Conditions**

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### **PART A: Vesting Conditions**

An Award will vest when a Vesting Notice in respect of that Award is given to a participant.

A Vesting Notice in respect of an Award must be given by the Company when the relevant Vesting Condition(s) set out below have been satisfied or waived in accordance with the Plan Rules.

Your Awards are divided into 5 tranches and subject to the following vesting conditions:

1. (Tranche #1) 20% of the Awards will vest on 31 July 1 year after the allocation;
2. (Tranche #2) 20% of the Awards will vest on 31 July 2 years after the allocation;
3. (Tranche #3) 20% of the Awards will vest on 31 July 3 years after the allocation;
4. (Tranche #4) 20% of the Awards will vest on 31 July 4 years after the allocation;  
and
5. (Tranche #5) the remaining 20% of the Awards will vest on 31 July 5 years after allocation.

### **PART B: Exercise Conditions**

There are no Exercise Conditions. A Vesting Notice will be deemed to constitute a Confirmation Notice.