



# ANNUAL GENERAL MEETING

5 November 2020 (Dublin) / 6 November 2020 (Sydney)



# CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This Management Presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. James Hardie Industries plc (the “Company”) may from time to time make forward-looking statements in its periodic reports filed with or furnished to the Securities and Exchange Commission on Forms 20-F and 6-K, in its annual reports to shareholders, in media releases and other written materials and in oral statements made by the Company’s officers, directors or employees to analysts, institutional investors, representatives of the media and others. Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “aim,” “will,” “should,” “likely,” “continue,” “may,” “objective,” “outlook” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These forward-looking statements are based upon management’s current expectations, estimates, assumptions and beliefs concerning future events and conditions. Readers are cautioned not to place undue reliance on any forward-looking statements.

Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are unforeseeable and beyond the Company’s control. Many factors could cause actual results, performance or achievements to be materially different from those expressed or implied in this Management Presentation, including, among others, the risks and uncertainties set forth in Section 3 “Risk Factors” in James Hardie’s Annual Report on Form 20-F for the year ended 31 March 2020; changes in general economic, political, governmental and business conditions globally and in the countries in which the Company does business, including the impact of COVID-19; changes in interest rates; changes in inflation rates; changes in exchange rates; the level of construction generally; changes in cement demand and prices; changes in raw material and energy prices; changes in business strategy and various other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. James Hardie assumes no obligation to update or correct the information contained in this Management Presentation except as required by law.





# ANNUAL GENERAL MEETING – CHAIRMAN'S ADDRESS

Michael Hammes, Chairman







## ANNUAL GENERAL MEETING – ITEMS OF BUSINESS\*

*\*Shareholders should refer to the Notice of Annual General Meeting 2020 for the full text and background to each resolution set forth in the presentation*

## **RESOLUTION 1:**

### **Financial Statements and Reports for Fiscal Year 2020**

- To receive and consider the financial statements and the reports of the Board and external auditor for the fiscal year ended 31 March 2020

# RESOLUTION 1:

## Financial Statements and Reports for Fiscal Year 2020

PROXY RESULTS:	Votes	%*
For	343,364,485	99.77
Against	334,282	0.10
Open**	429,265	0.13
Abstain	6,405,566	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 2:**

### Remuneration Report for Fiscal Year 2020

- To receive and consider the Remuneration Report of the Company for the fiscal year ended 31 March 2020

## RESOLUTION 2:

### Remuneration Report for Fiscal Year 2020

PROXY RESULTS:	Votes	%*
For	341,172,179	97.37
Against	8,803,081	2.51
Open**	426,939	0.12
Abstain	131,309	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*



## **RESOLUTION 3:**

### **Election/Re-election of Directors**

- a. That Moe Nozari be elected as a director
- b. That Nigel Stein be elected as a director
- c. That Harold Wiens be elected as a director

## RESOLUTION 3(a): Election of Director – Moe Nozari

PROXY RESULTS:	Votes	%*
For	338,439,637	96.62
Against	11,432,692	3.26
Open**	431,546	0.12
Abstain	229,633	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## RESOLUTION 3(b):

### Election of Director – Nigel Stein

PROXY RESULTS:	Votes	%*
For	348,899,348	99.59
Against	999,776	0.29
Open**	431,391	0.12
Abstain	202,993	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*



## RESOLUTION 3(c):

### Election of Director – Harold Wiens

PROXY RESULTS:	Votes	%*
For	349,745,000	99.84
Against	157,244	0.04
Open**	431,441	0.12
Abstain	199,823	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 4:**

### **Authority to Fix the External Auditor's Remuneration**

- That the Board be authorised to fix the remuneration of the external auditor for the fiscal year ended 31 March 2021

## RESOLUTION 4:

### Authority to Fix the External Auditor's Remuneration

PROXY RESULTS:	Votes	%*
For	348,956,879	99.59
Against	969,020	0.28
Open**	452,134	0.13
Abstain	150,325	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*



## **RESOLUTION 5:**

### **Grant of Fiscal Year 2021 Return on Capital Employed Restricted Stock Units**

- Approve the grant of Return on Capital Employed (ROCE) Restricted Stock Units (RSUs) under the 2006 LTIP (as amended) to James Hardie's Director and Chief Executive Officer, Dr. Jack Truong for the fiscal year 2021

## RESOLUTION 5:

### Grant of Fiscal Year 2021 Return on Capital Employed Restricted Stock Units

PROXY RESULTS:	Votes	%*
For	334,790,194	95.57
Against	15,100,138	4.31
Open**	426,389	0.12
Abstain	216,787	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 6:**

### **Grant of Fiscal Year 2021 Relative Total Shareholder Return RSUs**

- Approve the grant of Relative Total Shareholder Return (TSR) RSUs to James Hardie's Director and Chief Executive Officer, Dr. Jack Truong for the fiscal year 2021



## RESOLUTION 6:

### Grant of Fiscal Year 2021 Relative TSR RSUs

PROXY RESULTS:	Votes	%*
For	332,145,315	94.82
Against	17,742,659	5.06
Open**	430,189	0.12
Abstain	215,345	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 7:**

Renewal of Authority for Directors to Issue James Hardie Shares for Cash without first offering Shares to existing Shareholders

- Approve the renewal of the Board's authority to issue Shares for cash consideration without first offering them to existing Shareholders for an additional period, to expire on 7 August 2024

## RESOLUTION 7:

Renewal of Authority for Directors to Issue James Hardie Shares for Cash without first offering Shares to existing Shareholders

PROXY RESULTS:	Votes	%*
For	336,844,816	96.15
Against	13,073,337	3.73
Open**	429,698	0.12
Abstain	185,657	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 8:**

### **Amendments to the Company's Articles of Association**

- Approve certain amendments to the Company's Articles of Association\* in order to provide a more modern and flexible means of communicating with shareholders and conducting the Company's business in the future

*\* As set out in full in the Annexure of the Notice of Annual General Meeting 2020*

## RESOLUTION 8:

### Amendments to the Company's Articles of Association

PROXY RESULTS:	Votes	%*
For	272,729,512	77.90
Against	76,923,301	21.97
Open**	433,345	0.13
Abstain	447,350	N/A
Excluded	0	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*

## **RESOLUTION 9:**

### **Approval of James Hardie 2020 Non-Executive Director Equity Plan and Issue of Shares Thereunder**

- Approve the James Hardie 2020 Non-Executive Director Equity Plan and the issue of Shares for cash to participants for the next three years



## RESOLUTION 9:

### Approval of James Hardie 2020 Non-Executive Director Equity Plan and Issue of Shares Thereunder

PROXY RESULTS:	Votes	%*
For	338,690,252	96.85
Against	10,598,026	3.03
Open**	423,479	0.12
Abstain	789,258	N/A
Excluded	32,493	N/A

*\* Percentages have been rounded*

*\*\* 'Open' means the proxy could vote on the resolution in their discretion*



## ANNUAL GENERAL MEETING – OTHER ITEMS OF BUSINESS





# ANNUAL GENERAL MEETING