



Brickworks Limited
ABN: 17 000 028 526

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Horsley Park, NSW 2175

PO Box 6550
Wetherill Park, NSW 1851

(02) 9830 7800

info@brickworks.com.au
www.brickworks.com.au

18 October 2022

Australian Securities Exchange
Attention: **Companies Department**

BY ELECTRONIC LODGEMENT

Brickworks 2022 Notice of Annual General Meeting

Please see attached the following release on the above subject.

Authorised by

BRICKWORKS LIMITED

A handwritten signature in black ink, appearing to read "S. Leppinus", written in a cursive style.

Susan Leppinus
Company Secretary



Need assistance?



Phone

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online

www.investorcentre.com/contact

BKW

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00 noon (AEDT)** Sunday 20 November 2022.

Brickworks Limited Annual General Meeting

18 October 2022

Dear Shareholder

Annual General Meeting

On behalf of your Board, I am pleased to invite you to attend the 88th Annual General Meeting (**AGM**) of Brickworks Limited (**Brickworks**) which will take place on Tuesday 22 November 2022 at 12.00 noon (AEDT).

Shareholders can attend the AGM in person which will commence at 12:00 noon (AEDT) at:

The Establishment, Level 2

252 George Street

Sydney, NSW, 2000

The AGM will also be webcast live and posted for later viewing on Brickworks' website at www.brickworks.com.au. If you are interested in this option, please send us an email at agm@brickworks.com.au and we will supply you with the relevant information to allow you to view the AGM.

You will be able to view and listen to the presentations from myself and our Managing Director. You will also be able to submit questions prior to the AGM (see below). However, you will not be able to vote or ask questions via the live webcast.

If you are unable to attend the meeting, a copy of the addresses given by the Managing Director and myself, along with results of the voting on the various resolutions, will be posted both on the ASX website (www.asx.com.au) and on the Brickworks Ltd website (www.brickworks.com.au).

Access meeting documents:

We will only be mailing hard copy documents by post to those shareholders who have elected to receive hard copy documents. If you have not elected to receive hard copy documents but wish to obtain a hard copy of the Proxy Form and Notice of Meeting, contact Computershare on 1300 855 080 (within Australia) or (+61 3) 9415 4000 (outside Australia).

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Ask questions:

As always, we invite shareholders to submit questions in advance of the meeting. Questions can be submitted at AGM@brickworks.com.au (after 11:30 am (AEDT) on Tuesday 22 November 2022), or mailed to Company Secretary, Brickworks Ltd, Level 9, 60 Carrington Street Sydney, NSW 2000, and should clearly identify your name and SRN or HIN. In addition, shareholders who attend or are represented by a proxy, will be able to ask questions during the AGM.

How to vote:

Shareholders may vote during the meeting in person or by proxy. If by proxy, proxy forms must be lodged with the Secretary of Brickworks in accordance with the instructions on the form, not less than 48 hours before the time for holding the meeting either by returning the form by:

1. mail to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or
2. by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Alternatively, proxy instructions can be submitted electronically to the Company's share registrar by visiting <http://www.investorvote.com.au/bkw> and Intermediary Online subscribers only (custodians) should visit www.intermediaryonline.com.

Once again, I encourage all shareholders to participate in voting on the proposed resolutions.

Update your shareholding:

If you need to update the details on your shareholding, or record your email address, please go to: www.investorcentre.com/au. If your holding is broker sponsored, please contact your broker to change your address as only they can update address details.

We ask shareholders to consider providing their email address as an alternative form of communication. You can also elect which communications you receive by post or by email.

Yours faithfully



Robert Milliner
Chairman



BKW

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FLAT 123
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Online:

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00 noon (AEDT) on Sunday, 20 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

Step 1

Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Brickworks Limited to be held in the Ballroom at The Establishment, Level 2, 252 George Street Sydney, NSW, 2000 on Tuesday, 22 November 2022 at 12:00 noon (AEDT) and at any adjournment or postponement of that meeting, I/we being member/s of Brickworks Limited direct the following:

A **Vote Directly** ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** ☐ I/we hereby appoint:
The Chairman of the Meeting OR
PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 3 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 3 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 3 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Grant of Performance Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4(a)	Re-election of Mr M. Bunday as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4(b)	Re-election of Mr M. Millner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Increase in cap on non-executive Director's Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

B KW

2 9 1 8 2 7 A



Computershare



BRICKWORKS

ABN 17 000 028 526



Notice of **Meeting**

BRICKWORKS

Notice of
Meeting

NOTICE IS HEREBY GIVEN

that the Annual General Meeting of Brickworks Limited will take place on Tuesday 22 November 2022 at 12:00 noon (AEDT) in the Ballroom at The Establishment, Level 2, 252 George Street, Sydney, NSW, 2000.

Ordinary Business

1. Financial Reports

To receive and consider the Financial Report of Brickworks Ltd and the Brickworks Group, and the reports of the Directors and Auditors thereon, for the financial year ended 31 July 2022.

2. Remuneration Report

To adopt the remuneration report for the financial year ended 31 July 2022.

Please refer to the attached Explanatory Notes for information regarding voting by key management personnel.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 2.

3. Grant of Performance Rights to the Managing Director

That approval is given for all purposes under the Corporations Act and ASX Listing Rule 10.14 and for all other purposes for the grant to the Managing Director of performance rights up to a maximum value of AUD 1,231,125 under the new Executive Rights Plan (**Performance Rights**). The maximum number of Performance Rights to be granted to the Managing Director shall be determined by dividing the maximum value of Performance Rights of AUD 1,231,125 by the volume weighted average price (**VWAP**) of Company shares traded on the ASX over the 5 trading days prior to the grant date (as adjusted after the vesting of the Performance Rights).

Please refer to the attached Explanatory Notes for information regarding voting exclusions.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 3.

4. Re-election of Directors

- (a) That Mr M. Bunday, who retires as a Director in accordance with article 6.3(b) of the Company's Constitution and being eligible for re-election, be re-appointed as a Director.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4(a).

- (b) That Mr M. Millner, who retires as a Director in accordance with article 6.3(b) of the Company's Constitution and being eligible for re-election, be re-appointed as a Director.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4(b).

5. Increase in cap on non-executive Director's Fees

That the total amount of fees that may be paid to all non-executive Directors as a whole be increased by AUD 200,000 per annum, to an amount not exceeding AUD 1,500,000 per annum.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 5.

BY ORDER OF THE BOARD



S. Leppinus
Secretary

Other Information

Entitlement to Vote

The Board has determined that for the purpose of determining entitlements to attend and vote at the meeting, shares will be taken to be held by the persons who are the registered holders at 12.00 noon (AEDT) on 20 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Restrictions and Exclusions

Remuneration Report (Resolution 2)

The Company will disregard any votes cast on this Resolution – by or on behalf of the Company's key management personnel (including the directors) (**KMP**), details of whose remuneration are included in the Remuneration Report and their closely related parties whether as a shareholder or as a proxy.

However, a vote may be cast on Resolution 2 by a KMP or a closely related party of a KMP if the vote is not cast on behalf of a KMP or a closely related party of a KMP and either:

- (a) the vote is cast as a proxy appointed in writing that specified how the proxy is to vote on Resolution 2; or
- (b) the vote is cast as a proxy by the Chairman of the meeting and the voting form expressly authorises the Chairman to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the KMP.

Grant of Performance Rights to the Managing Director (Resolution 3)

The Company will disregard any votes on Resolution 3:

- (a) cast in favour of this Resolution – by or on behalf of Mr Lindsay Partridge and any of his associates (regardless of the capacity in which the vote is cast) whether as a shareholder or a proxy; or

- (b) cast as proxy by a person who is a member of the Company's KMP on the date of the meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on Resolution 3:

- (c) by a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way;
- (d) by the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Increase in cap on non-executive Director's Fees (Resolution 5)

The Company will disregard any votes on Resolution 5:

- (a) cast in favour of Resolution 5 by or on behalf of a director and any of their associates (regardless of the capacity in which the vote is cast) whether as a shareholder or a proxy; or
- (b) cast as proxy by a person who is a member of the Company's KMP on the date of the meeting, or their closely related parties.

However, votes will not be disregarded if they are cast on Resolution 5:

- (c) by a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way;
- (d) by the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5 in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Undirected proxy voting by the Chairman of the meeting

If the Chairman of the meeting is your proxy or is appointed your proxy by default, and you do not direct your proxy how to vote on Resolution 2, 3 or 5 on the voting form, you will be expressly authorising the Chairman of the meeting to exercise the proxy even though that Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

How to ask questions

Shareholders may ask questions by:

- ▶ attending the meeting in person or by proxy or attorney and asking questions during the meeting; and
- ▶ submitting written questions prior to the meeting by emailing AGM@brickworks.com.au (after 11:30 am (AEDT) on Tuesday 22 November 2022), or mailed to Company Secretary, Brickworks Ltd, Level 9, 60 Carrington Street Sydney, NSW 2000, and should clearly identify your name and SRN or HIN.

It may not be possible for the Company to respond to all questions.

How to Vote

Shareholders may vote by:

- ▶ attending the meeting in person or by attorney and by direct voting during the meeting;
- ▶ by proxy (see below); or
- ▶ by corporate representative in the case of corporate shareholders (see below). All Resolutions will be decided by poll.

Proxies

- (a) A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
- (b) Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
- (c) A proxy need not be a member of the Company.
- (d) A voting form must be signed by the member or his or her attorney. Proxies given by corporations must be signed under seal, under section 127 of the Corporations Act or under the hand of the authorised officer or attorney.
- (e) Voting forms must be lodged with the Secretary of the Company in accordance with the instructions on the voting form, not less than 48 hours before the time for holding the meeting either by returning the enclosed voting form by:
 - (i) mail to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or
 - (ii) by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Alternatively, proxy instructions can be submitted electronically to the Company's share registrar by visiting <http://www.investorvote.com.au/bkw> and Intermediary Online subscribers only (custodians) should visit www.intermediaryonline.com. A voting form accompanies this notice.

Direct voting at the meeting

This year's AGM is being held physically only, and therefore votes may be cast directly by shareholders only in person during the meeting.

Shareholders who cast a vote by proxy on a resolution before the AGM will still be entitled to lodge a direct vote on that resolution in person during the meeting, with the later vote overriding the earlier vote.

Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at the meeting. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all or any of the powers that the body corporate could exercise at the meeting or in voting on a resolution.

Appointments may be lodged in advance of the meeting at the Company's registered office or share registry (details on the voting form).

Explanatory Statement

This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

Resolution 1

Receive and consider the financial and other reports

The full year results of Brickworks Limited (**Company** or **Brickworks**) are available either in the Annual Report sent to those shareholders who elected to receive the Annual Report, or on the Company's website (www.brickworks.com.au).

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the financial reports, and on the performance and management of the Company.

The auditors of the Company, EY, will also be present at the meeting, and will be available to answer any questions relevant to the financial reports, including:

- ▶ the conduct of the audit;
- ▶ the preparation and content of the auditor's report;
- ▶ the accounting policies adopted by the Company; and
- ▶ the independence of the auditor.

Resolution 2

Adopt the remuneration report for the year ended 31 July 2022

The Corporations Act requires listed companies to present their remuneration report for adoption by shareholders at the Company's Annual General Meeting (**AGM**). The vote on this Resolution is advisory only, and does not bind the directors or the Company.

The Brickworks Board (**Board**) is committed to ensuring that the remuneration framework is focused on driving a performance culture that is closely aligned to the achievement of the Company's strategy and business objectives as well as the retention of key members of the senior management team.

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Resolution 3

Grant of Performance Rights to the Managing Director under the Brickworks Executive Rights Plan for FY2023

Background

In 2019 the Company introduced an Executive Rights Plan (**Plan**) which is designed to reward the Managing Director (**MD**) if the strategic long-term goals for the Company are achieved over a 3 year period.

This Plan is weighted toward achieving long term growth and financial performance, based on objective measurable goals, and to align with growth in shareholder value.

MD's participation in the Plan for FY2023

Resolution 3 seeks shareholder approval for the MD to participate in the Plan and for the grant of Performance Rights to Mr Partridge under the Plan to be allocated following the 2022 AGM.

The key terms of the Plan together with Mr Partridge's participation in the Plan for FY2023 are set out below.

Why is shareholder approval being sought?

The Company is currently seeking approval for the equity grants under the Plan as a matter of good corporate governance and in accordance with ASX Listing Rule 10.14, to preserve flexibility for the Board to issue the shares in the Company allocated on vesting of Performance Rights under the Plan.

The Board will exercise its discretion in determining how to source any shares at the relevant time with the best interests of the Company's shareholders in mind.

If shareholders' approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. As a result, the Performance Rights granted to Mr Partridge and any shares issued pursuant to that approval will not be included within the limit of 15% of issued shares that can be issued by the Company without shareholder approval under ASX Listing Rule 7.1.

What if shareholder approval is not obtained?

If shareholders' approval is not given, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Partridge.

Incentive opportunity under the Plan

For FY2023 the MD's maximum long-term incentive (LTI) opportunity is 75% of his total fixed remuneration (including base salary, car allowance and superannuation). The MD's target STI opportunity is 75% of total fixed remuneration and his maximum short-term incentive (**STI**) opportunity is 90% of total fixed remuneration.

Details of the MD's FY2023 LTI grant

The MD's LTI will be granted as exercisable Performance Rights. A Performance Right is a right to receive an ordinary share in the Company at no cost, subject to the satisfaction of performance conditions. However, the Company retains discretion to pay a cash equivalent payment (either fully or partly) instead of allocating shares (for example, this will often be appropriate where Performance Rights vest after cessation of employment).

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 MD 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 the Performance Rights that do not meet the performance criteria.

Quantum & number of Performance Rights

The MD's maximum LTI opportunity for FY2023 is AUD 1,231,125 and the MD will be 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.

However, the Board has the discretion to reduce the number of Performance Rights awarded if the Board determines in good faith that it is necessary in order to ensure that no inappropriate benefit is obtained by the MD.

The Performance Rights will only vest if the performance hurdles are met at the end of a 3 year performance period, ending on 31 July 2025, subject to the discretion of the Board (as outlined below).

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 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 by the MD is equal to the maximum number of Performance Rights as adjusted.

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

Performance hurdles for the FY2023 LTI award

The Performance Rights will only vest if the performance hurdles are met at the end of a 3 year performance period, ending on 31 July 2025. The Board may exercise discretion at the time of testing for vesting purposes to ensure that LTI outcomes reflect overall performance and are appropriate.

Subject to the above, there is no retesting of the hurdles if they fail the test. Any Performance Rights that do not meet the vesting criteria by the second test date will lapse. Any Performance Rights that vest will become exercisable (at no cost to the MD) for a period of up to 3 years from the vesting date. Any Performance Rights that remain unexercised at the end of this period will lapse. The 2 performance hurdles are as follows:

Performance hurdles

50% of the award is subject to Brickworks relative total shareholder return (TSR) vesting condition under which Brickworks TSR is compared to the companies in the S&P/ASX 200 Franking Credit Adjusted Annual Total Return Index (XJOAI Franked) over a period of 3 years from 1 August 2022 up to and including 31 July 2025 (subject to the discretion of the Board). The remaining 50% of the award is subject to an absolute TSR vesting condition also over the same period.

Relative TSR

For the relative TSR measure, the vesting schedule is:

BKW's TSR inclusive of Grossed Dividends as a % of XJOAI Franked	Level of Vesting
Below the median	0% vesting
At the median	50% vesting
Between the median and the 60th percentile	Pro rata vesting on a straight line basis between 50 and 100%
At the 60th percentile or above	100% vesting

Absolute TSR

The Absolute TSR is equivalent to the sum of the grossed-up dividend yield plus or minus the movement in the 90 day VWAP's during the year under review. The vesting schedule is:

Absolute after tax (pre-tax with gross up for dividend component) annual compounding TSR Target over the performance period	Level of Vesting
Less than 6%	0% vesting
Equal to 6%	50% vesting
Between 6% and 8%	Pro rata vesting on a straight line basis between 50% and 100%
Equal to 8% or greater	100% vesting

The Board believes that these measures, when combined with the short-term incentive, provides the most suitable link to long-term security holder value creation because:

- ▮ absolute TSR ensures vesting is commensurate with the Company's actual TSR, meaning there are no awards when TSR is negative and it also provides a good line of sight for the MD and Chief Financial Officer (CFO);
- ▮ measuring TSR on a relative basis levels the playing field by removing overall market movements and industry economics for the evaluation of MD and CFO performance, relative TSR provides a relative, external market performance measure having regard to a peer group of ASX200 companies with which the Company competes for capital, customers and talent;
- ▮ the use of relative TSR ensures that the MD and CFO are motivated to deliver returns that are superior to what a security holder could achieve in the broader market and ensures as the most senior management they maintain a strong focus on security holder outcomes;
- ▮ Brickworks calculates its after tax TSR incorporating the full value of franking credits. The S&P ASX 200 Franking Credit adjusted annual total return Index also adjusts the total return for the tax effect of franking credits;
- ▮ the use of the S&P ASX 200 Franking Credit adjusted annual total return Index was chosen as the relative performance target following testing of this group against a range of historical and future share price/payout scenarios to confirm that outcomes align with the Company's historical notion of superior long-term performance. The XJOAI Franked measure adjusts the total return of the S&P / ASX 200 Accumulation Index for franked dividends to ensure consistency of calculation. This Index is readily available and simple to use as a comparator for a Group that spans across the building materials and property development sectors. Given the diverse nature of the Brickworks Group and the size of Brickworks investment in Washington H. Soul Pattinson and Company Limited (and its investment profile) this remains the most appropriate index to compare Brickworks performance. The hurdles are reviewed annually by the Board and the Board believes that the TSR measures will drive outperformance without encouraging excessive risk taking; and
- ▮ while the Board appreciates that there are at times different views held by different stakeholders, it considers that these measures provide the appropriate balance between market and non-market measures.

The share price used at commencement of each tranche for assessing both relative and absolute TSR performance of Brickworks shares is the 90 day Volume Weighted Average Price (VWAP) prior to 31 July 2022. The actual share price used to compare to the TSR target share price is the 90 day VWAP prior to the relevant test date.

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 Mr Partridge'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 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.

Other information provided under ASX Listing Rule 10:15

Mr Partridge is the only Director (or associate of a Director) entitled to participate in the Plan. For alignment of interests, the Company's CFO is also entitled to participate in the Plan (and this will apply to the holders of that position during the financial year). Specifically, the outgoing CFO will receive 50% of his FY23 allocation as a pro rata entitlement for his ongoing employment in FY2023. The new CFO will receive 100% of his FY23 LTI (being 60% of his new total fixed remuneration).

Any Performance Rights issued to Mr Partridge under the Plan with shareholder approval are issued at no cost to him 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. It is intended that the Performance Rights will be granted to Mr Partridge shortly after shareholder approval is granted and no later than 12 months after the 2022 AGM.

In accordance with ASX Listing Rule 10:15.4, the MD's current total remuneration package is as follows:	FY 2023 (AUD)
Base fees/ Salary inc	
Superannuation	\$1,577,000
Car Allowance	\$64,500
Total Fixed remuneration (TFR)	\$1,641,500
Non-monetary benefits	\$4,540
Short term incentive at maximum	75 % of TFR at target 90% of TFR at maximum
Long term incentive	75% of TFR

In accordance with ASX Listing Rule 10.15.5, no securities have yet been issued to the MD under the Plan.

As foreshadowed in the Company's 2019, 2020 and 2021 notice of AGM, allocations of AUD 1,174,780 (2021), AUD 625,800 (2020) and AUD 609,747 (2019) were made to the MD under the Plan. Following the procedures under the Plan, 50,606 Performance Rights were granted to the MD in respect of the 2021 allocation, 31,443 Performance Rights were granted to the MD in respect of the 2020 allocation and 33,400 Performance Rights were granted to the MD in respect of the 2019 allocation. As set out above, these will be adjusted for any future dividends.

In addition, securities will only be issued to the MD if the performance hurdles are met at the end of a 3-year performance period, ending on 31 July 2025. Should that occur they will be issued at no cost to the MD.

The Directors (with Mr L. Partridge abstaining) unanimously recommend that shareholders vote in favour of Resolution 3.

Further Information

Details of any securities issued under the Plan will be published in the Brickworks annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the Resolution 3 is approved and who were not named in this notice of meeting will not participate until approval is obtained under that rule.

Resolution 4(a)

Re-election of Mr M Bunday

Under the Constitution of Brickworks the term of a Director's appointment is 3 years, after which that Director must retire as a Director and may stand for re-election at the AGM of the Company. Details of the skills and experience of Mr R. Bunday, as outlined in the 2022 Annual Report of the Company, are as follows:

Malcolm P. Bunday

B.Bus (Accounting), GAICD

Non-executive Director

Mr Bunday was appointed to the Board in October 2019.

Mr Bunday has valuable experience as a CEO & Managing Director with particular expertise in managing complex global manufacturing operations including as CEO of Pact Group, CEO of Evergreen Packaging, CEO of Graham Packaging and CEO of Closure Systems International.

These companies each operated multi-location and geographical plants across a wide range of regulatory jurisdictions including Australia and the USA.

Mr Bunday also has extensive financial experience having been a CFO at Goodman Fielder and a partner at Deloitte.

He has in depth knowledge of the health, safety and environment risks associated with manufacturing operations and expertise in mergers and acquisitions and asset management.

He is Chair of the Remuneration Committee and a member of the Nomination Committee and the Audit and Risk Committee.

Mr Bunday has no current listed company directorships and has held no other listed company directorships in the last 3 years.

The Directors (with Mr M. Bunday abstaining) support the re-election and unanimously recommend that shareholders vote in favour of Resolution 4(a).

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4(a).

Resolution 4(b)

Re-election of Mr M Millner

Under the Constitution of Brickworks the term of a Director's appointment is 3 years, after which that Director must retire as a Director and may stand for re-election at the AGM of the Company. Mr R. Webster will retire at the meeting in accordance with the Constitution. To assist in an orderly Board transition process, Mr M. Millner intends to offer himself for re-election at this meeting, but intends to retire at or prior to the Company's 2023 AGM. Details of the skills and experience of Mr M. Millner, as outlined in the 2022 Annual Report of the Company, are as follows:

Michael J. Millner

MAICD

Non-executive Director

Mr M. Millner is a non-executive Director who was appointed to the Board in 1998.

As an experienced company director, Mr Millner has considerable investment, portfolio and asset management experience across the building products, manufacturing, agricultural and property sectors in Australia and overseas.

He is President of the Royal Agricultural Society of NSW and a Director of the Royal Agricultural Society of NSW (RAS) Foundation.

Mr Millner is the Deputy Chairman of the Board, and a member of the Remuneration Committee and the Nomination Committee.

Mr Millner has no current listed company directorships. During the last 3 years, he also held a listed company directorship with Ruralco Holdings Ltd (resigning in 2019).

The Directors (with Mr M. Millner abstaining) support the re-election and unanimously recommend that shareholders vote in favour of Resolution 4(b).

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4(b).

Resolution 5

Increase in cap on non-executive Directors' fees

The increase in the non-executive Directors' fees is proposed for the following reasons:

- ▶ **To attract and retain Directors** – the current level of aggregate non-executive Director fees is at the lower end of the market when compared to ASX listed entities of comparable size and scale.
- ▶ **Increased complexity** – since the last time that members authorised an increase in the Company's aggregate non-executive Director fee pool, the size and complexity of the Company and its operations has increased significantly. In particular, the Company's North American expansion and Australian commercial property operations have accelerated.
- ▶ **Increased workload** – these operational matters and the increase in governance expectations for boards of ASX-listed entities have increased the workload of the Company's non-executive Directors since the last time shareholders approved an increase in the fee pool.
- ▶ **Comparable uplift** – a number of other ASX-listed entities have sought and obtained shareholder approval of their aggregate non-executive Director fee pool.
- ▶ **Benchmarking undertaken during FY22** – the current level of aggregate non-executive Directors' fees is at the lower end of the scale/market and this will be reviewed in FY2023 particularly in light of the current Board succession on foot and the need to appoint new Director/s with the skills and expertise required for a larger more complex international organisation.

It will also allow for reasonable increases in fees over future years without requiring ongoing shareholder approval.

The current cap on directors' fees was approved at the 2017 AGM and restricts the amount that may be paid to non-executive directors to AUD 1,300,000 per annum.

This resolution proposes to increase the maximum aggregate amount of fees that may be paid to all non-executive directors by AUD 200,000 per annum to AUD 1,500,000 per annum.

In accordance with the Constitution and Listing Rule 10.17, the total aggregate amount of directors' fees that may be paid to all non-executive directors cannot be increased without the approval of Brickworks' shareholders.

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