

17 June 2024

Scheme of Arrangement becomes legally effective

Further to the announcement made on Friday 14 June 2024, Adbri Limited (**ASX: ABC**) (**Adbri**) confirms that it has lodged an office copy of the orders made by the Supreme Court of New South Wales (**Court**) approving the proposed Scheme of Arrangement (**Scheme**) under which all the issued shares in Adbri that are not owned by Barro Group Pty Ltd and its associates (**Barro Group**) will be acquired by CRH ANZ Pty Ltd (**CRH**), with the Australian Securities and Investments Commission (**ASIC**) pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth).

An office copy of the Court orders lodged with ASIC is attached to this announcement.

The Scheme is now legally effective and it is expected that quotation of Adbri shares on the ASX will be suspended from the close of trading today.

On the Implementation Date (expected to be 1 July 2024) and in accordance with the Scheme, Adbri Shareholders will be paid \$3.20 cash per Adbri Share held at 7.00pm (Sydney time) on 21 June 2024.

Authorised for release by the Chair of the Independent Board Committee.

Contacts

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Issued: 14 June 2024 10:02 AM

JUDGMENT/ORDER

COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2024/00140992

TITLE OF PROCEEDINGS

First Plaintiff	ADBRI LIMITED ACN 007596018
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First

DATE OF JUDGMENT/ORDER

Date made or given	14 June 2024
Date entered	14 June 2024

TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 16 April 2024. Second Court hearing.

- Black J grants leave for the Bidder, CRH ANZ Pty Ltd to appear under r 2.13 of the Supreme Court (Corporations) Rules.

Affidavit evidence read. Exhibits marked.

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Pursuant to paragraph 411(4)(b) of the Corporations Act 2001 (Cth) (Corporations Act), the scheme of arrangement between the Plaintiff and the holders of its ordinary shares (other than Excluded Shareholders as defined in the scheme of arrangement at Annexure 2 of Tab 1 of Exhibit JHG-1 (Scheme)), be approved.

2 Pursuant to subsection 411(12) of the Corporations Act, the Plaintiff be exempt from compliance with subsection 411(11) of the Corporations Act in relation to the Scheme.

3 These orders be entered forthwith.

SEAL AND SIGNATURE

Signature Rebel Kenna
Capacity Principal Registrar
Date 14 June 2024

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name ADBRI LIMITED, Plaintiff 1

Legal representative LUKE BRADSHAW HASTINGS
Legal representative reference
Telephone 02 9225 5000

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
Name ADBRI LIMITED
ACN 007596018

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Client reference

Legal representative

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FURTHER DETAILS ABOUT (s)