BRICKWORKS LIMITED

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26 November 2013

Australian Securities Exchange

Attention: **ASX Market Announcements**

BY ELECTRONIC LODGEMENT

Dear Sir/Madam,

Please find attached the presentation to be made at today's Brickworks Ltd Annual General Meeting, for immediate release to the market.

Yours faithfully,

BRICKWORKS LIMITED

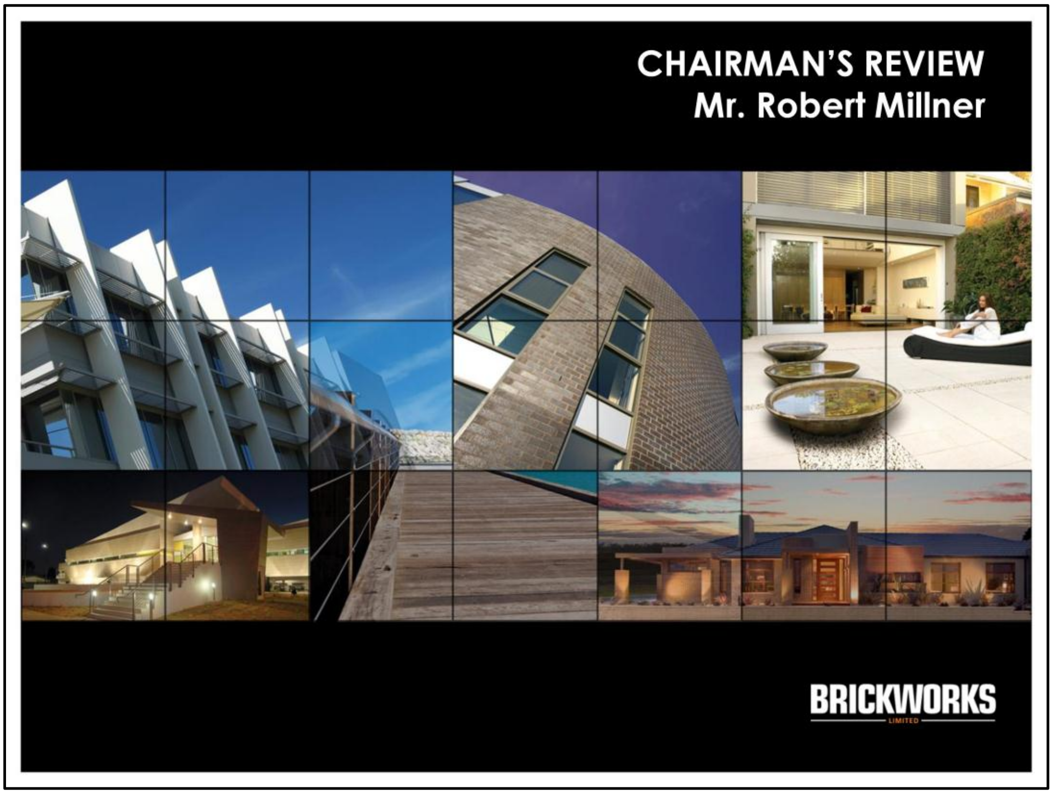
IAIN THOMPSON

COMPANY SECRETARY

BRICKWORKS LIMITED
79th ANNUAL GENERAL MEETING

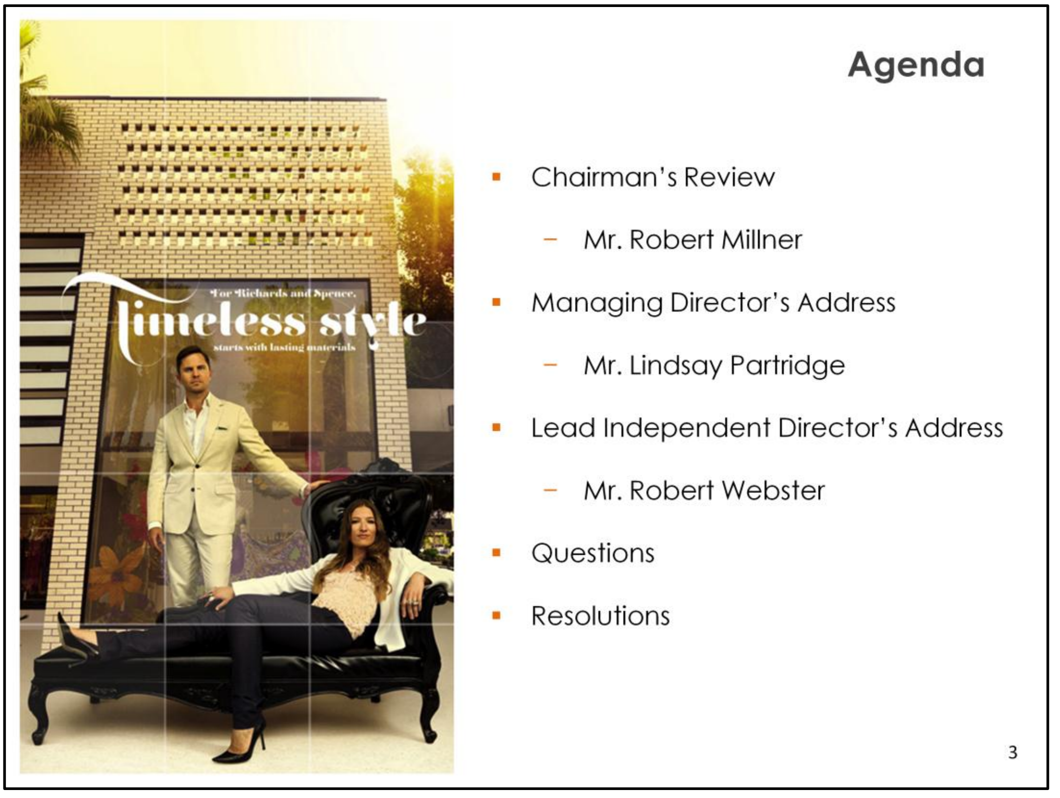
26th November 2013

BRICKWORKS LIMITED



Good afternoon ladies and gentlemen, my name is Robert Millner and I am Chairman of Brickworks Limited.

I would like to welcome all shareholders and visitors to the 79th annual general meeting of Brickworks Limited.



After I have completed my overview, Mr. Lindsay Partridge will give the Managing Director's Address. Mr. Robert Webster will then give an address on behalf of the Independent Directors. Following this, shareholders will have the opportunity to ask questions. We will then proceed to the formal part of the meeting.

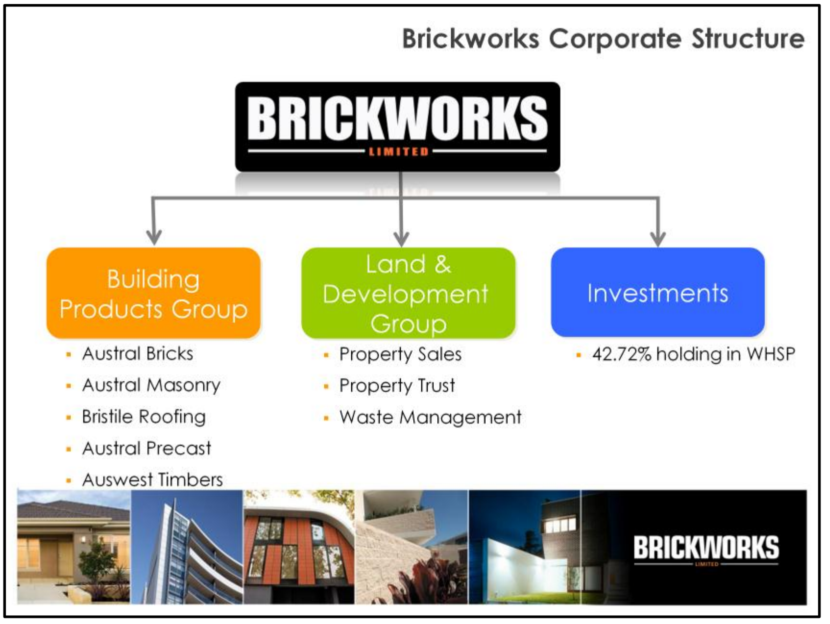
Brickworks - Overview

- Brickworks established in 1934
- Listed on ASX in 1962
- Market capitalisation approx. $2.0 billion
- 7,600 shareholders
- 1,435 FTE employees

Brickworks was formed in 1934 at the height of the Great Depression when manufacturers banded together to purchase the state Brickworks to ensure the ongoing viability of the local brick industry.

Subsequently the company listed on the Australian Stock Exchange in 1962 with an opening market capitalisation of 6½ million pounds.

Today Brickworks' market capitalisation is approximately $2.0 billion with 7,600 shareholders and 1,435 full time equivalent employees.



Brickworks' corporate structure has provided diversity and stability of earnings over the long term.

There are three main parts to the Brickworks business model:

• The Building Products Group,

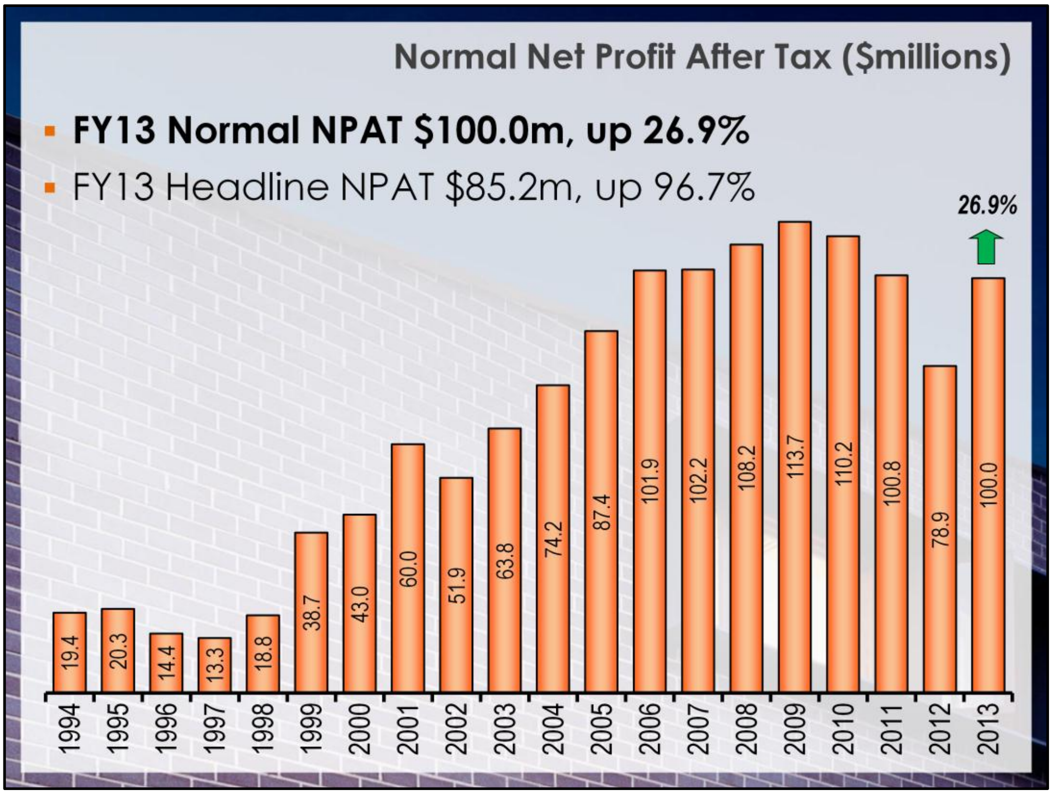
• Land & Development and

• Investments.

The Building Products Group consists of Austral Bricks™, Austral Masonry™, Bristile Roofing™, Austral Precast™ and Auswest Timbers ™.

The Land & Development business exists to maximise the value of surplus land created by the Building Products business. Residential land is traditionally sold outright whilst industrial land is sold into the Property Trust. The Trust is now providing a stable long term income stream for Brickworks.

The 42.72% interest in Washington H. Soul Pattinson provides a stable earnings stream and a superior return. This "strategic alliance" with Washington H. Soul Pattinson dates back to 1969 and has provided Brickworks with superior returns and security to weather periods of weaker building products demand.



Turning now to our results for the 2013 financial year.

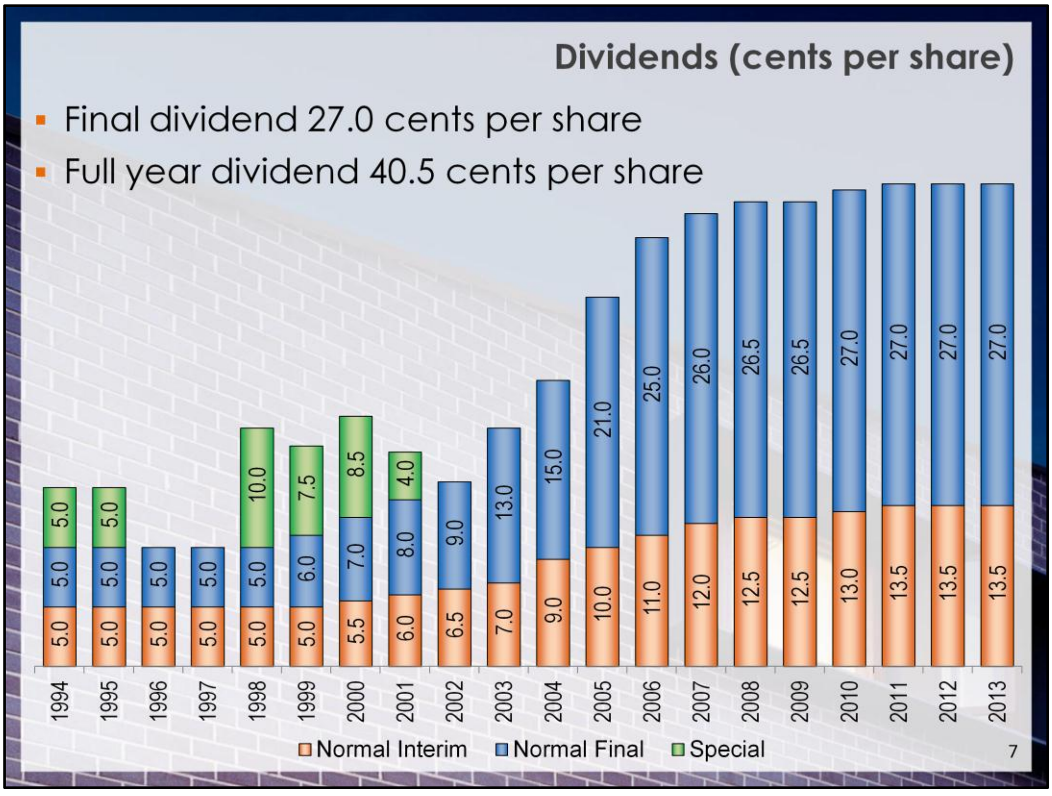
The **Normal Net Profit After Tax** increased by 26.9% to $100.0 million for the year.

Both Building Products and Land and Development delivered increased earnings for the year, whilst Investment earnings were lower.

Including the significant items, the **Headline Net Profit After Tax** was $85.2 million.

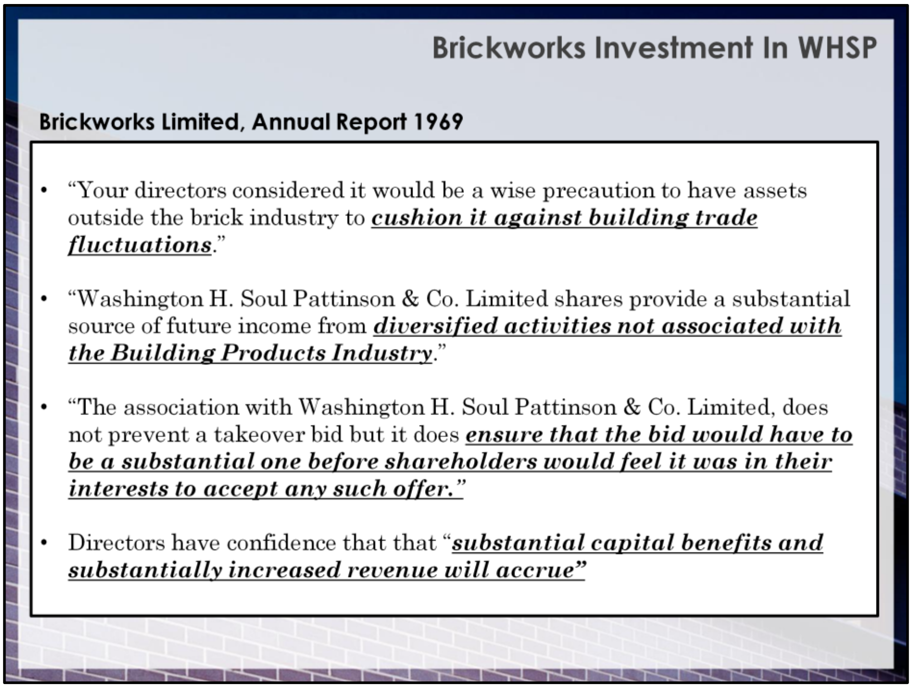
On a per share basis, Normal Earnings increased by 26.7% to 67.7 cents per share.

Including significant items, the **Headline Earnings Per Share** was up by 96.4% to 57.6 cents per share.



The Directors have maintained the final fully franked dividend at 27 cents per share. This brings the full year dividend to 40.5 cents per share, in line with the prior year. The fact that we have been able to maintain your dividend over the past 4 years, through a period of reduced earnings, is a reflection our strong financial position. Many other companies that we compete with have significantly reduced dividends during this period.

The chart on the screen shows our dividend history going back 20 years. We are proud of the fact that we have not decreased normal dividends throughout this period.



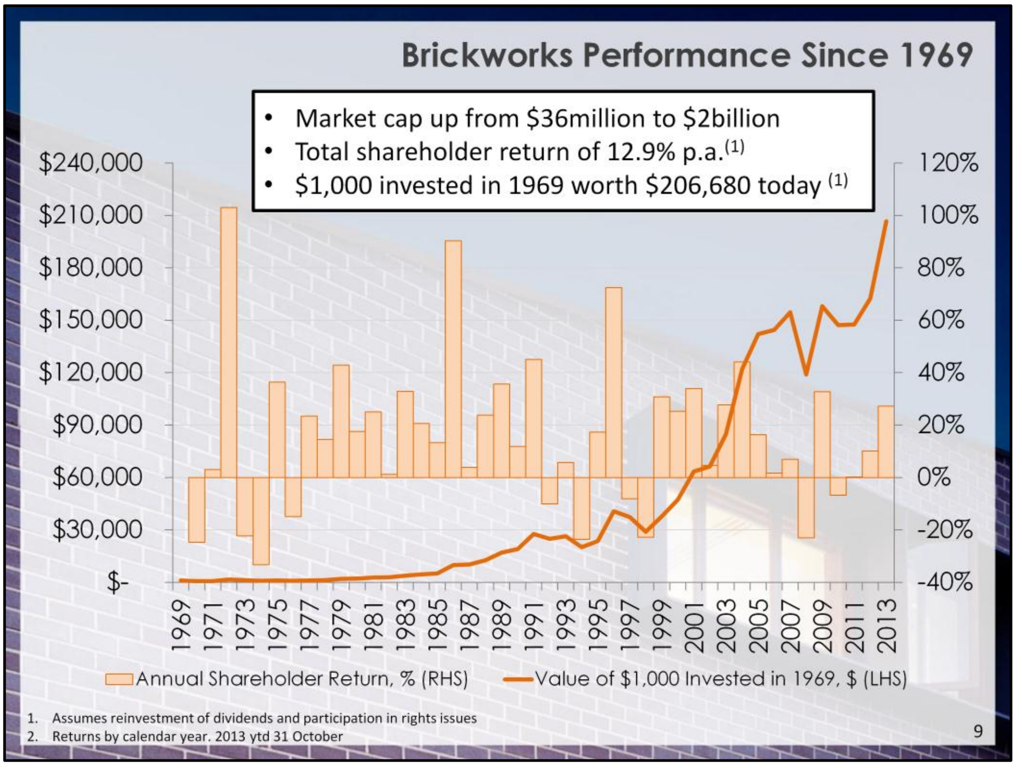
As you would no doubt be aware, on 23 October Perpetual Investment Management and M.H. Carnegie & Co requisitioned a general meeting of Brickworks shareholders to consider and vote on a number of proposed transactions.

I would like to directly addresses a number of the criticisms raised by Perpetual & Carnegie and provide a balanced view to shareholders.

Perpetual and Carnegie claim that the usefulness of Brickworks association with Washington H. Soul Pattinson is passed - that it was put in place in another time and is almost half a century old. Whilst it is certainly a long standing arrangement, put in place back in 1969, this does not necessarily mean that it has passed its used by date. There are a number of quotes on screen, taken directly from the Brickworks 1969 Annual Report that clearly explain the purpose of the investment in Soul Pattinson. In summary, back in 1969 your directors made the investment to:

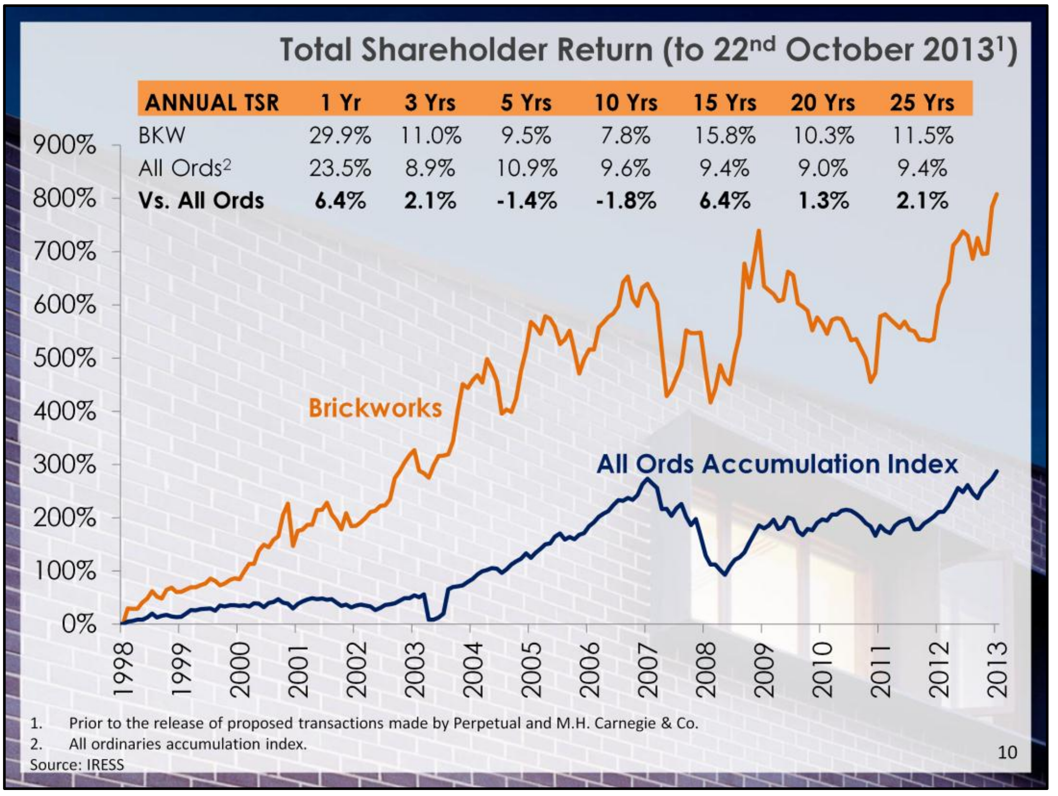
- Increase diversity of earnings
- Ensure any takeover bid would need to be in the interests of shareholders
- Deliver strong returns

On each of these fronts, the sentiment expressed by the directors in 1969 remains equally true today.



Indeed, long term shareholders have been well rewarded with significant outperformance compared to the index since the investment in 1969. Since then Brickworks has delivered shareholder returns of 12.9% per annum. $1,000 invested in Brickworks in 1969 would be worth in excess of $200,000 today.

The success of the association with Washington H. Soul Pattinson over the past 44 years is a testament to the foresight and long term vision of your Directors back in 1969.

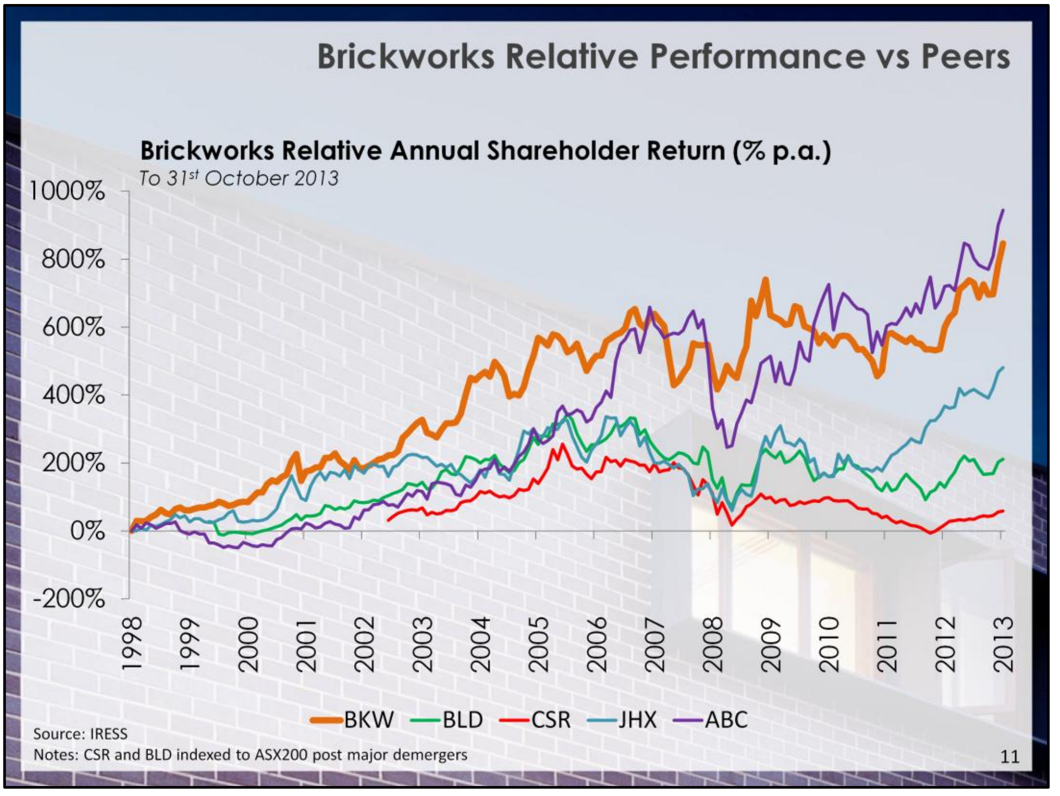


Perpetual / Carnegie claim that Brickworks have not performed as well as claimed – in both absolute and relative terms.

I am not sure what "claims" they are referring to, however Brickworks continues to outperform the All Ordinaries Accumulation Index in terms of Total Shareholder Return over most time horizons. In the past year returns have been particularly strong, with a total return of 29.9% for the year to 22nd October, prior to the release of the Perpetual / Carnegie proposals.

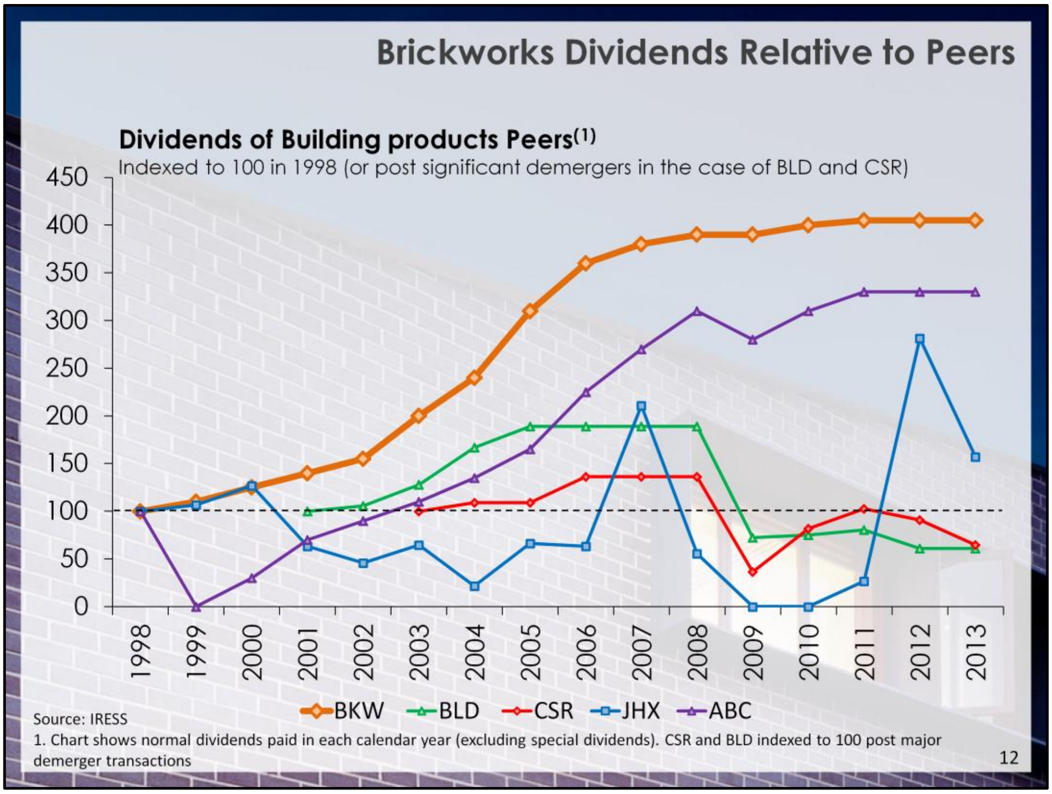
As directors, we generally prefer a time horizon of at least 15 years, given that we are focused on delivering long term returns and a 15 year period will normally include at least 1 complete building cycle.

Over 15 years, Brickworks has delivered returns of 15.8% per annum. This exceeds the All Ordinaries Accumulation Index by 6.4% per annum.



Our relative performance compared to our building products peer group is also strong.

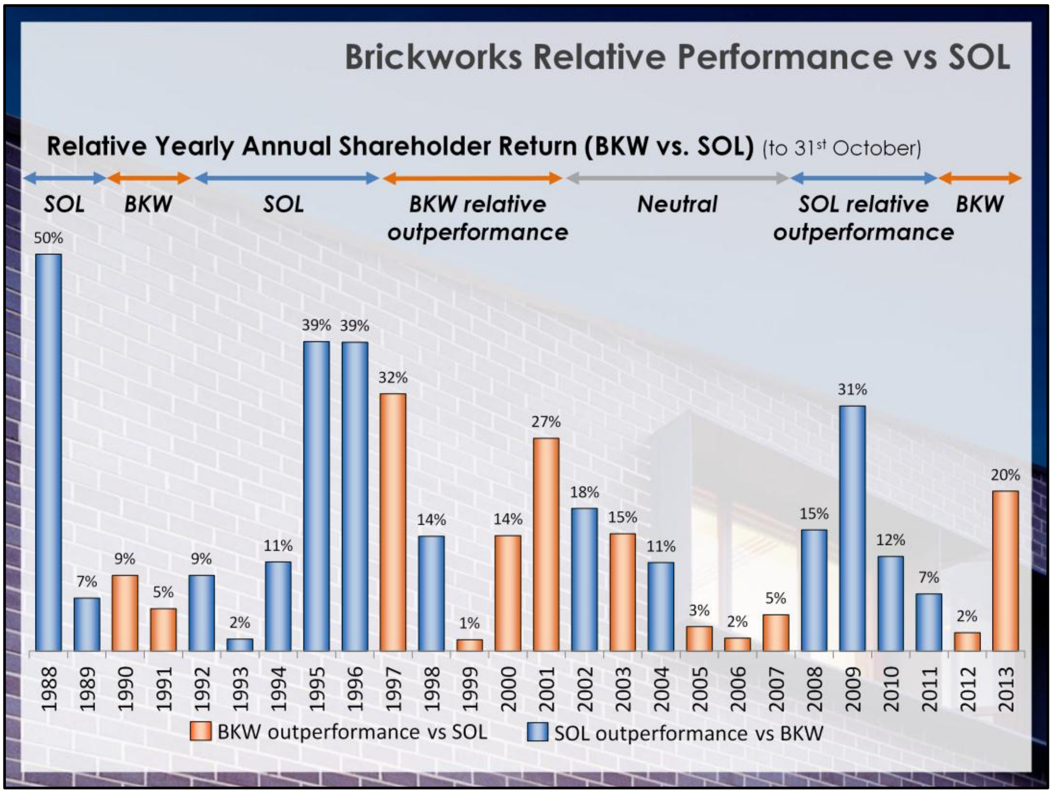
The chart on the screen shows Brickworks performance relative to a our building products peers over 15 years. As can be seen, Brickworks has outperformed most competitors over this period.



Brickworks has also delivered stable and growing dividends. The chart on screen shows the normal dividends paid by Brickworks compared with the normal dividends paid by our peers.

Brickworks normal dividends in 2013 are more than 4 times higher than 15 years ago in 1998. This compares with 3.3 times for Adelaide Brighton and 1.6 times for James Hardie.

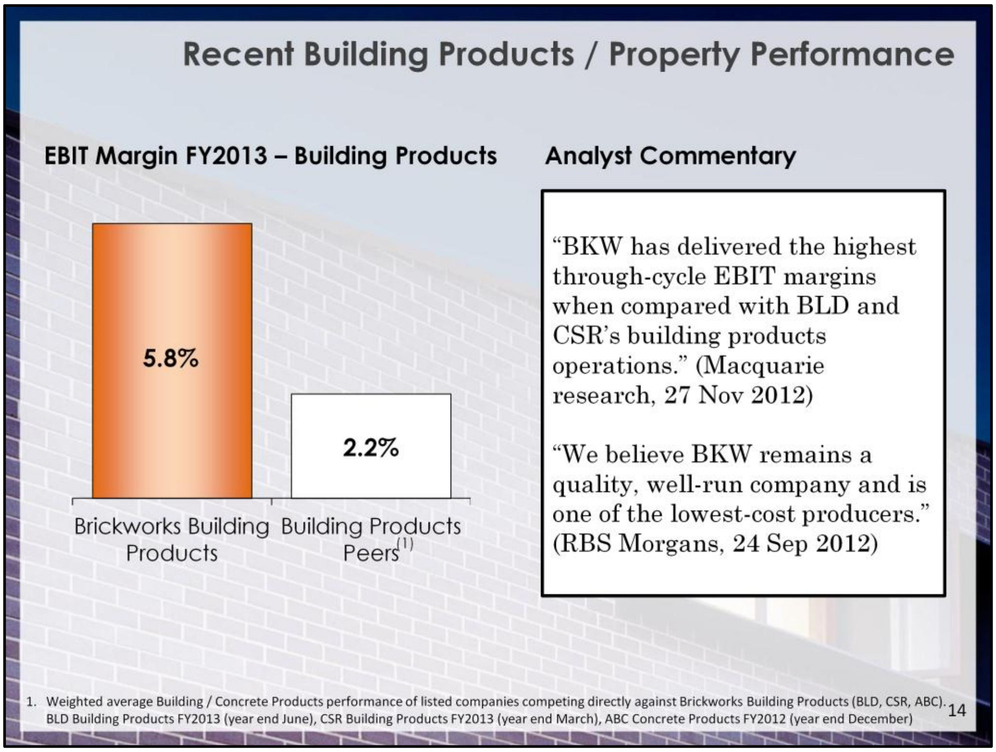
By contrast both Boral and CSR dividends are now lower than those paid out since 2001 and 2003 respectively, post significant demerger transactions of those companies.



Perpetual and Carnegie also claim that Brickworks performance has been poor over the past 10 years, and that this underperformance has been hidden by the cross shareholding.

This proposition fundamentally fails to appreciate the benefits and the purpose of Brickworks investment in Soul Pattinson. As I mentioned earlier, one of the key reasons for the investment in Soul Pattinson is to protect Brickworks from fluctuations in the building cycle. Over time it is natural to expect extended periods of outperformance by Soul Pattinson compared with Brickworks and vise versa. The chart on screen illustrates this.

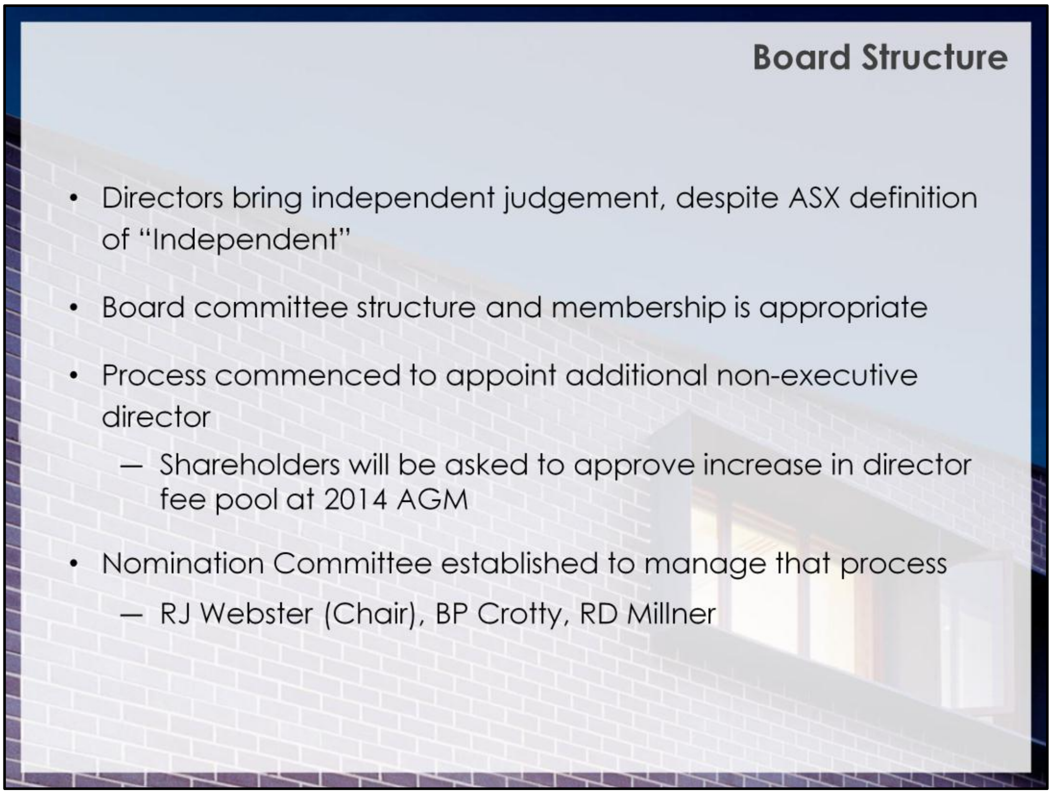
The chart shows that Soul Pattinson outperformed in the period from 2008 to 2011 while on the other hand Brickworks outperformed during the period 1997 to 2001. More recently, as optimism of a recovery in building activity increases, Brickworks has again outperformed.



Finally, your directors do not agree with claims that the underlying performance of Building Products and Property has been poor in recent times.

Although margins are below our expectations, underlying performance needs to be viewed with respect to the market conditions under which we are operating. The Building Products EBIT margin of 5.8% in financial year 2013 comfortably exceeds the comparable margin of our direct competitors. Independent analysts have also commented that "Brickworks has delivered the highest through-cycle EBIT margins when compared with Boral and CSR's building products operations".

Turning to property, since 2008 the Property Group has delivered a total EBIT contribution of $251.4 million, whilst at the same time overseen significant growth in the Joint Venture Property Trust.



There has been some comment around the level of independence of the Brickworks board. Under the ASX Corporate Governance Guidelines 2nd edition, only two of your directors are classified as 'independent', being Brendan Crotty and Robert Webster. Of the other Directors:

- David Gilham is not regarded as 'independent' under these ASX Guidelines as he was the previous Managing Director of Bristile, which was acquired in 2003;
- Lindsay Partridge is not regarded as 'independent' as he is the Managing Director of the company;
- Michael Millner is not regarded as 'independent' as he was a Director of WH Soul Pattinson & Company until 2012; and

- I am not regarded as independent as I am also Chairman of Washington H. Soul Pattinson & Company.

I can assure shareholders that all members of the board bring independent judgement to bear on all issues. Each of us identifies and acts appropriately where any conflict of interest arises. Most importantly, we are all acutely aware of our responsibility to act in the best interest of all shareholders.

This independent judgement is also brought to bear on all committees of the Company, including the Audit & Risk Committee, the Remuneration Committee, and the Independent Board Committee. The composition of these committees is in line with the recommendations contained in the ASX Corporate Governance Guidelines, and the board considers these to be completely appropriate.

As you may recall, the number of non-executive directors on the Brickworks board reduced from 6 to 5 in 2008. The vacancy was not filled at that time in response to the GFC and the need to keep costs down during difficult trading conditions. At its scheduled meeting yesterday, the board resolved to consider the appointment of an additional independent director.

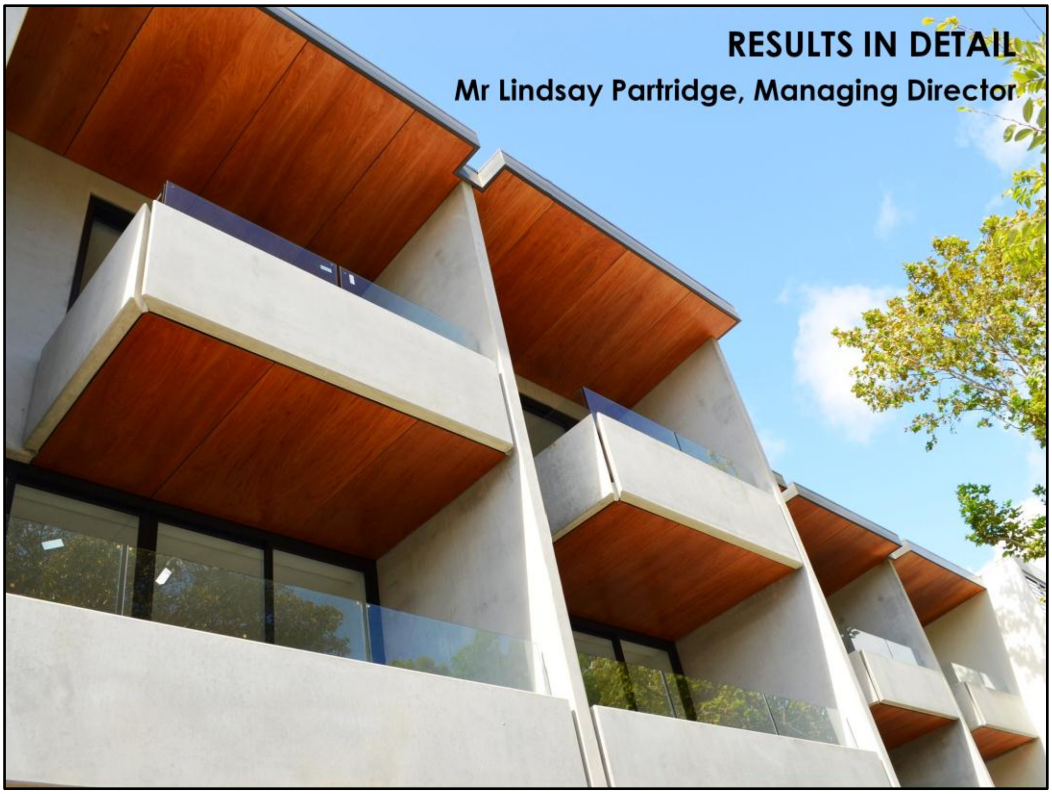
The Board has established a Nomination Committee to manage this appointment process. The Nomination Committee is Chaired by Robert Webster, who has particular expertise in this area, and will also contain Brendan Crotty and myself. We will appoint an independent advisor to assist with the selection and review of potential candidates shortly.

The appointment of an additional director does not come without cost. The maximum aggregate level of fees payable to Non-Executive Directors was last approved at $800,000 over a decade ago. The appointment of a new director will require an increase in this cap.

In line with the Brickworks constitution, shareholders will be asked to elect any new independent director appointed to the Board and the increase in the Directors' fee pool at the 2014 Annual General Meeting.

As I mentioned earlier, Robert Webster will address you later on behalf of directors independent of Washington H. Soul Pattinson. His address will provide an update to shareholders in relation to the proposals received by Perpetual / Carnegie.

Before then however, I will hand over to our Managing Director, Lindsay Partridge to take you through our results for 2013 and progress in the current year.



Thank you Chairman. Good afternoon ladies and gentlemen.

I would like to join the Chairman in welcoming you here today for our 79th Annual General Meeting.

Brickworks' goal remains to be Australia's Best Building Products Company. This requires continued effort on being customer focused, striving for operational excellence, investing in our people and providing market leading products and services.

An example of this last point is the picture on the screen that shows a model of the iconic Frank Gehry designed business school at the University of Technology, Sydney. This building is currently under construction and will use more than 300,000 bricks in 5 purpose made shapes, manufactured in our plant at Bowral.

Our success in securing brick supply for this project reflects a sustained focus on developing "up market" fashionable products across our portfolio. This strategy is supported by our investment in CBD design studios in most capital cities, enabling Brickworks to achieve a high profile amongst the architectural community. Other iconic projects include the Australian Embassy in Bangkok and the Peninsular Link Freeway project in Victoria.

Financial Snapshot

	FY 2012	FY 2013	% Change
Building Products EBIT	$28.5m	$32.8m	↑ 14.9
Land and Development EBIT	$19.0m	$49.6m	↑ 161.0
Investments EBIT	$67.7m	$60.0m	↓ (11.4)
Total EBIT	**$108.5m**	**$135.0m**	↑ **24.5**
Interest cost	($20.8m)	($20.3m)	↓ 2.4
Mark to market valuation of interest rate swaps	($4.4m)	$1.5m	↑ 134.7
Income tax	($4.4m)	($16.2m)	↑ (270.8)
Net profit after tax (normal)	**$78.9m**	**$100.0m**	↑ **26.9**
Significant items (after tax)	($35.6m)	($14.9m)	↓ 58.2
Net profit after tax and sig. items	**$43.3m**	**$85.2m**	↑ **96.7**

The 2013 financial year was another very challenging year for the Building Products Group, with continued subdued detached housing construction activity. Therefore it was pleasing to report an uplift in our result with **Building Products** earnings before interest, tax and significant items ('EBIT'), up 14.9% to $32.8 million.

Land and Development EBIT was up 161.0% to $49.6 million, driven primarily by the sale of "Oakdale South" into the JV Property Trust for a profit of $23.4 million in the first half.

Investment EBIT, including the contribution from Washington H Soul Pattinson ('WHSP') was down 11.4% to $60.0 million.

Interest costs were down slightly to $20.3 million for the year. Total **borrowing costs** were $18.8 million, including the gain in mark to market valuation of interest rate swaps of $1.5 million.

Overall, the **normal profit after tax** was $100.0 million, up 26.9% on the prior year.

Including the after tax impact of significant items of $14.9 million, the **headline net profit after tax** was up 96.7% to $85.2 million.

Significant items included:

- Restructuring costs of $7.1 million for the write down of assets at the Caversham terracotta roof tile plant in Western Australia and Masonry plants at Port Kembla in New South Wales and Dandenong in Victoria;
- Acquisition costs of $1.9 million, including costs associated with establishing the New Zealand Brick Distributors joint venture with CSR; and
- Significant items relating to WHSP of -$5.2 million, after tax.

Key Financial Indicators

	FY 2012	FY 2013	% Change
Net tangible assets (NTA) per share	$9.44	$9.82	4.0
Shareholders' equity	$1,663m	$1,720m	3.4
Shareholders' equity per share	$11.27	$11.64	3.3
Return on shareholders equity	2.6%	5.0%	2.4
Cash flow from operations	$64.5m	$46.0m	(28.6)
Net debt	$285.4m	$319.9m	12.1
Net debt/capital employed	14.7%	15.7%	1.0
Interest cover (normal/annualised)	5.2x	6.6x	26.9

21

Looking at our Key Financial Indicators.

Net Tangible Assets per share was up 4.0% to $9.82.

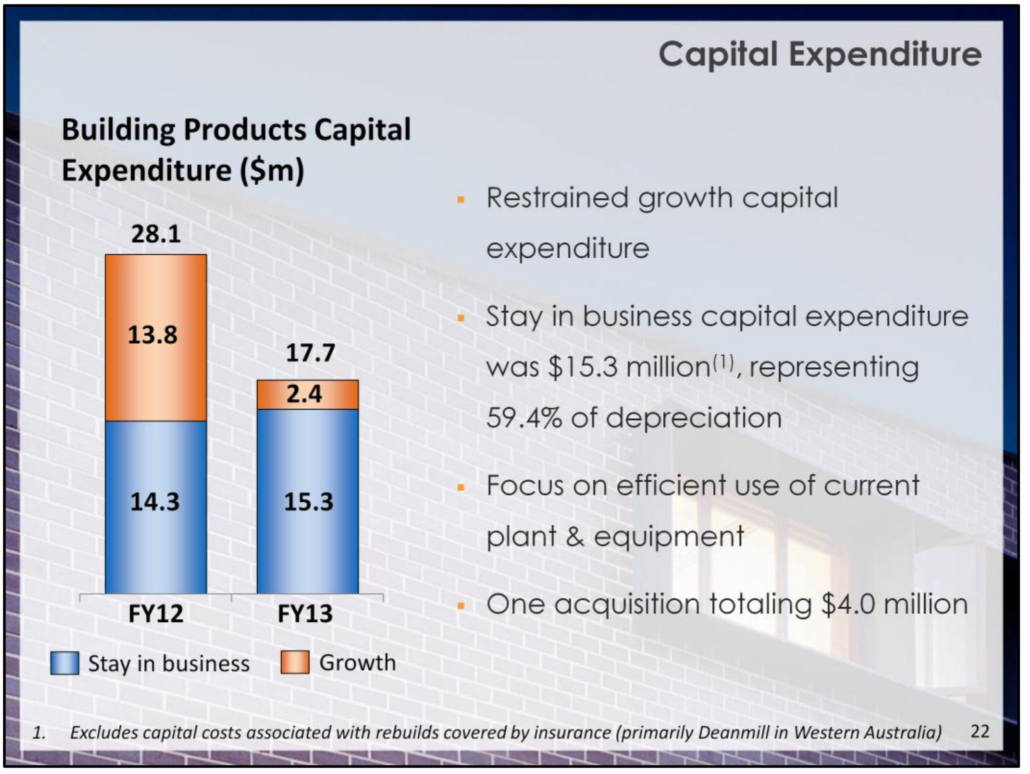
Shareholders Equity increased to $1.720 billion at the end of the year which represents $11.64 per share.

Return on Shareholders Equity was up to 5.0% as a result of improved earnings. While this remains below our expectations, it should be noted that growth in assets held by Brickworks are not reflected in earnings.

Total net **cash flow from operating activities** was $46.0 million, down from $64.5 million in the previous year, primarily due to an increase in inventory levels.

Net debt increased by $34.4 million to $319.9 million with net debt to capital employed at 15.7% at the end of the year.

Interest cover increased to a conservative 6.6 times.

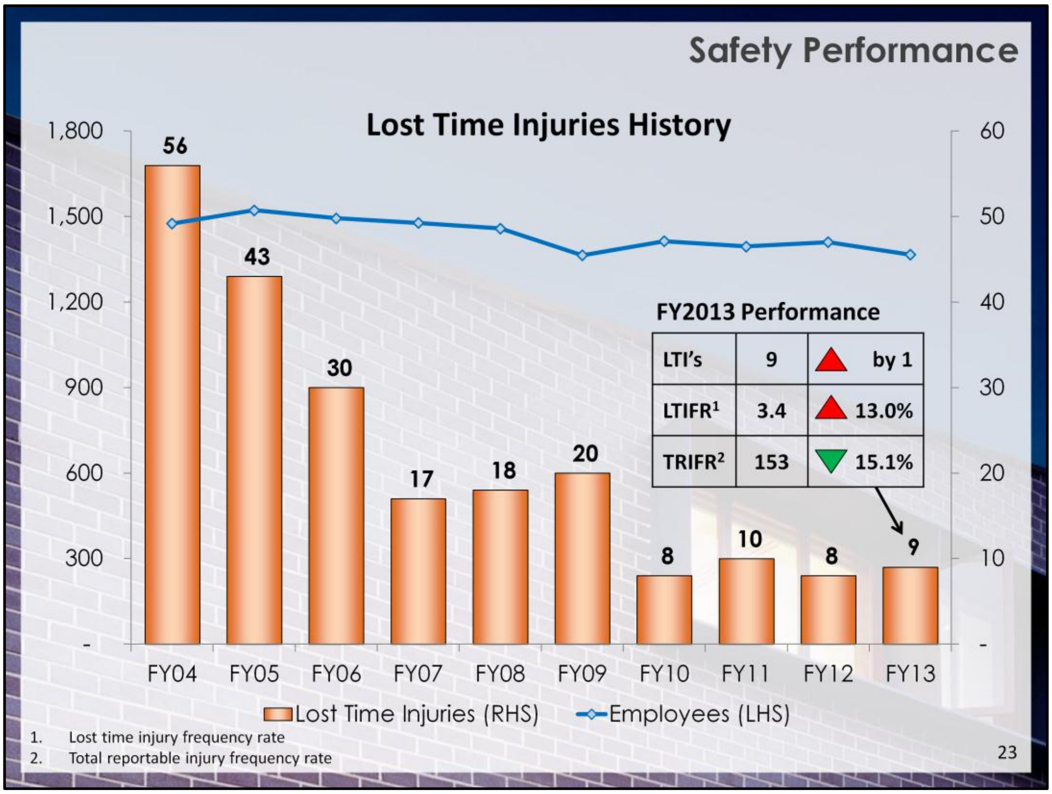


Capital expenditure was restrained during the year. As the chart shows, **growth capital expenditure** within the Building Products Group was reduced significantly to $2.4 million. This includes spend on alternative fuels projects and installation costs for the batching plant at the Wetherill Park precast facility.

"Stay in Business" capital expenditure was $15.3 million, representing 59.4% of depreciation.

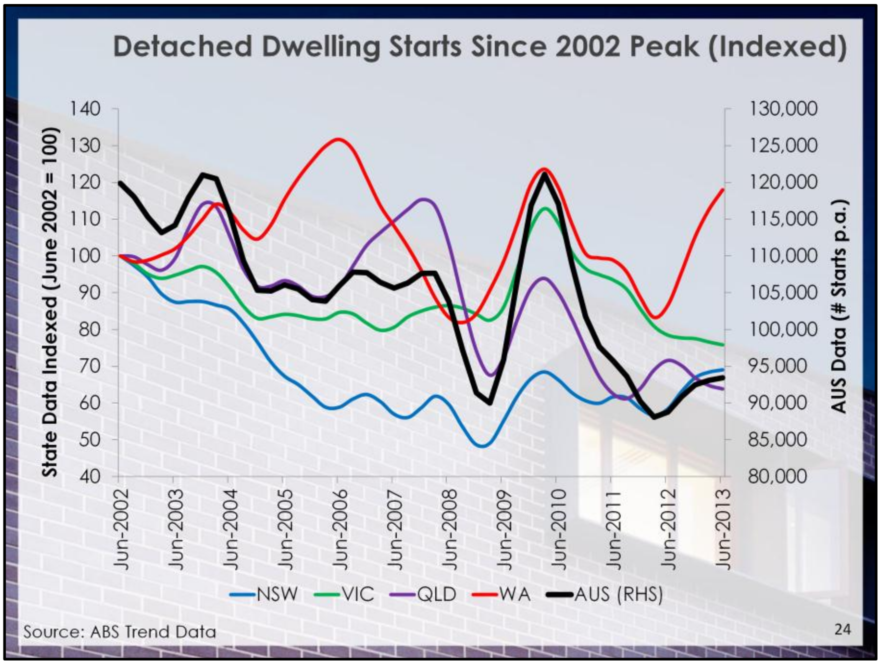
Combined, the total Building Products capital expenditure decreased to $17.7 million for the year, reflecting a focus by management on more efficient use of existing plant and equipment. Total plant and equipment invested in the Building Products division was reduced by $10.3 million during the year.

The only **acquisition** during the year was the purchase of Boral's masonry operation at Prospect in New South Wales.



Safety is an important part of everything we do at Brickworks. The chart on screen shows our history of lost time injuries over the past ten years – that is, workplace injuries that have resulted in time being taken off work. As you can see, there has been a significant reduction in lost time injuries over the past 10 years. This is a reflection of our ongoing commitment to improved workplace safety, and the roll-out of best practice standards across all operations. This task was made even more difficult due to around 400 new employees who have joined the business, primarily through acquisitions in recent years.

The number of lost time injuries has stabilised at between 8 and 10 since financial year 2010. Whilst it is pleasing that this is a step change down from the injury rate prior to 2010, we remain committed to our goal of zero harm in the workplace.



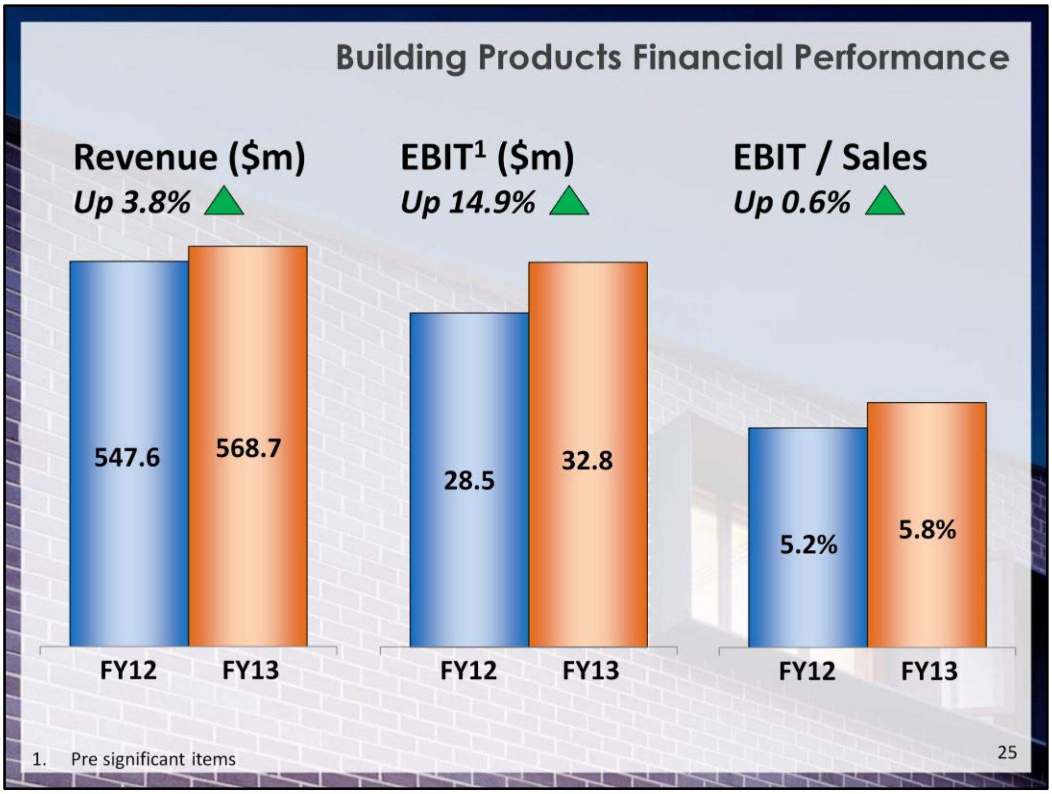
As I mentioned earlier, market conditions were again difficult in financial year 2013.

The chart on screen shows the movement in detached dwelling starts since the peak in June 2002. The bold black line shows national data and is referenced to the right hand axis. This shows that except for the stimulus driven peak in 2010, we have experienced a decade long period of declining detached house starts. In financial year 2013, total detached houses finished the year only marginally higher than the cyclical low point in the prior year and still around 20% below the previous peaks. This indicates there is plenty of scope for further growth in detached house construction.

State data is indexed to 100 and referenced to the left hand axis. As the chart shows, activity in financial year 2013 was patchy across the states. There were strong increases in activity in New South Wales and Western Australia offset by weakness in the other two major states, Victoria and Queensland. Whilst New South Wales activity has recovered from historical low points, it is important to note that in this state the decade long downturn has been particularly severe and activity remains more than 30% below the peak in 2002.

Given Victoria is the largest detached housing market in the country, the continued weakness in that state during financial year 2013 remained a drag on the overall health of the industry.

Our Masonry and Precast businesses have significant exposure to the **non residential** market. The value of approvals in the non residential sector in Australia decreased by 3.9% to $33.6 billion for the year to 31 July 2013, compared to the prior year.

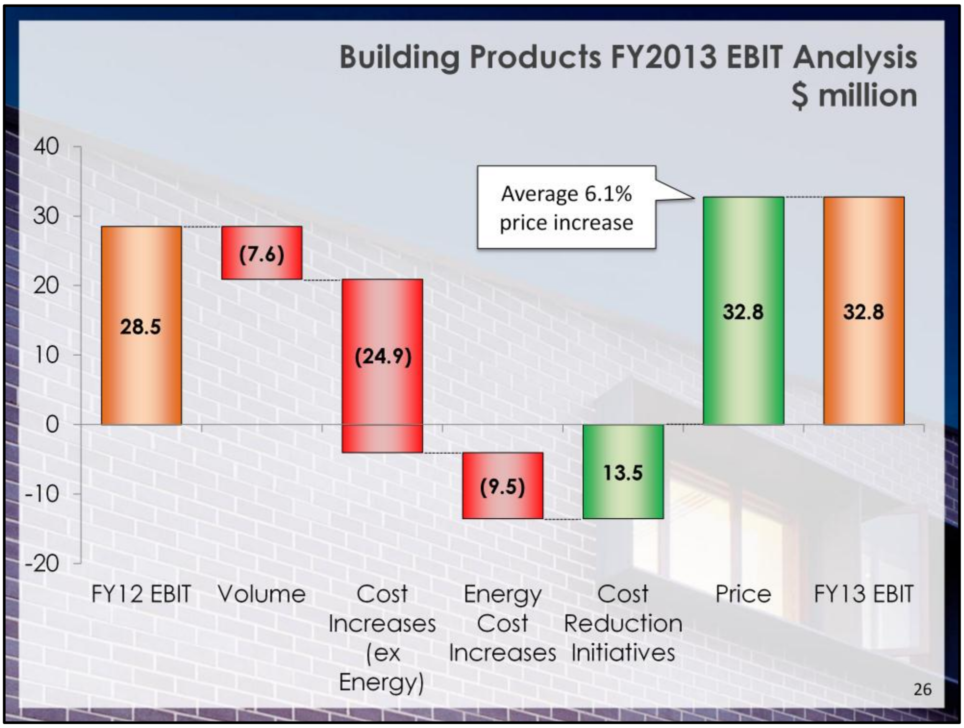


Turning now to the financial performance of the Building Products Group.

Revenue for the year ended 31 July 2013 was up 3.8% to $568.7 million compared to $547.6 million for the prior year. Excluding the impact of acquisitions, like for like revenue was up 1.7%.

As I mentioned earlier **EBIT** was $32.8 million pre significant items, up 14.9% on the prior year.

The **EBIT margin** improved to 5.8% but remains well below our expectations.



I will now provide a little more detail on the key drivers that impacted the performance of the Building Products Group in 2013.

The chart on screen shows a breakdown of Building Products key profit impacts during financial year 2013.

Overall volume across the Group was down, although this varied significantly across each division. The overall EBIT impact of the decrease in volume was $7.6 million. This represents the gross margin impact of lost volume.

Cost increases of $34.4 million were absorbed during the year. Of this, the impact of input price increases of gas and electricity alone was $9.5 million, including the impost of the carbon tax.

Offsetting the impact of cost increases, a number of cost reduction initiatives were implemented. Productivity improvements, including labour reductions and plant rationalisation, delivered approximately $13.5 million in savings. Of these savings, approximately $9.9 million were delivered by the Austral Bricks division.

Price increases across the group averaged 6.1% for the year, delivering an additional $32.8 million in EBIT. This was the key to our improved result and clearly without any price increases, the result would have been break-even.

Austral Bricks commenced operations in 1908 and is Australia's largest clay brick manufacturer with significant market positions in every state.

Austral Bricks sales revenue for 2013 was up 6.2% to $296.0 million, despite flat volumes. Earnings were up significantly on the prior year, primarily as a result of a 6.5% increase in prices and cost reduction initiatives.

New South Wales earnings were considerably higher as a result of the improving market conditions and strong selling price increases being achieved.

The turn-around in Queensland continues, with a positive contribution delivered for the year, following a number of years of losses. This result was particularly pleasing given the continued difficult conditions faced in that state, and reflects a range of cost reduction initiatives that have been implemented.

Earnings from Victoria were marginally down on the prior corresponding period, as reduced levels of detached house commencements resulted in a decline in sales volume.

Earnings improved in Western Australia, albeit from a low base, arresting a downward earnings trend since 2007.

Austral Bricks also exports product to Asia and New Zealand. During the year New Zealand Brick Distributors was established, a Joint Venture between Brickworks and CSR for the distribution of bricks in New Zealand. Since launching in April, this business has delivered strong results ahead of expectations. This has primarily been driven by a strong uplift in volume as market activity continues to increase and the Christchurch rebuild gathers momentum.

Bristile Roofing is one of Australia's major manufacturers and installers of roof tiles. Bristile has two concrete roof tile plants, one at Wacol in Queensland and one at Dandenong in Victoria, that service the entire east coast. In Western Australia Bristile has a terracotta roof tile plant at Caversham.

Bristile Roofing sales revenue was relatively stable at $104.9 million, with increased selling prices offsetting a decline in volume. Earnings were up by 34.5% on the prior corresponding period, despite the decrease in volumes.

Earnings improvements in New South Wales, Queensland and Western Australia more than offset declines in Victoria.

Sales of imported La Escandella terracotta products continue to gather momentum on the East Coast, supplementing the locally manufactured concrete roof tile range in these states.

In 2006 Brickworks owned just one Masonry plant in Dandenong, Victoria. Since that time it has grown rapidly through the acquisition of a number of independent operators and is now established as one of Australia's largest masonry manufacturers.

This expansion into masonry provides Brickworks with increased exposure to the multi-residential and non-residential markets, with many of the same customers that we deal with in Austral Bricks.

Austral Masonry sales revenue was up 18.3% to $62.4 million and earnings were up by 17.0%.

The performance in New South Wales was the key driver of the improvement, assisted by the acquisition of Boral's masonry operation at Prospect in February. This acquisition enabled the rationalisation of production facilities, with the existing Port Kembla facility being closed in March and volume being transferred to Prospect. In addition to significant manufacturing and administrative synergies, the acquisition has enabled an expanded paving and retaining wall product range to be offered along the East Coast.

We have recently won all of the paving work for the expanded Port Botany container terminal in Sydney, totaling some 70,000m^2.

Austral Precast is the only truly national supplier of precast walling and flooring products. Austral has two of the three automated carousel plants in Australia, one at Wetherill Park in Sydney and one at Maddington in Perth. Just like our masonry operations, the expansion into precast provides Brickworks with increased exposure to the multi-residential and non-residential markets, with precast being the fastest growing product in the external walling market in Australia.

Austral Precast sales revenue was down 6.7% to $63.4 million, due in part to a reduction in non-residential building activity in our key markets.

Earnings were also lower, with costs adversely impacted by flooding and delays in commissioning the new batch plant at the Wetherill Park facility in New South Wales.

Despite the challenging year, a number of significant business improvements were made that will bring improved efficiencies to the business going forward. Operations in New South Wales were consolidated to one site at Wetherill Park, with the closure of the Prestons facility. Together with the final commissioning of the new batch plant, this has enabled the implementation of a two shift operating structure at this site.

In Queensland, operations were consolidated to one site at the expanded Salisbury facility.

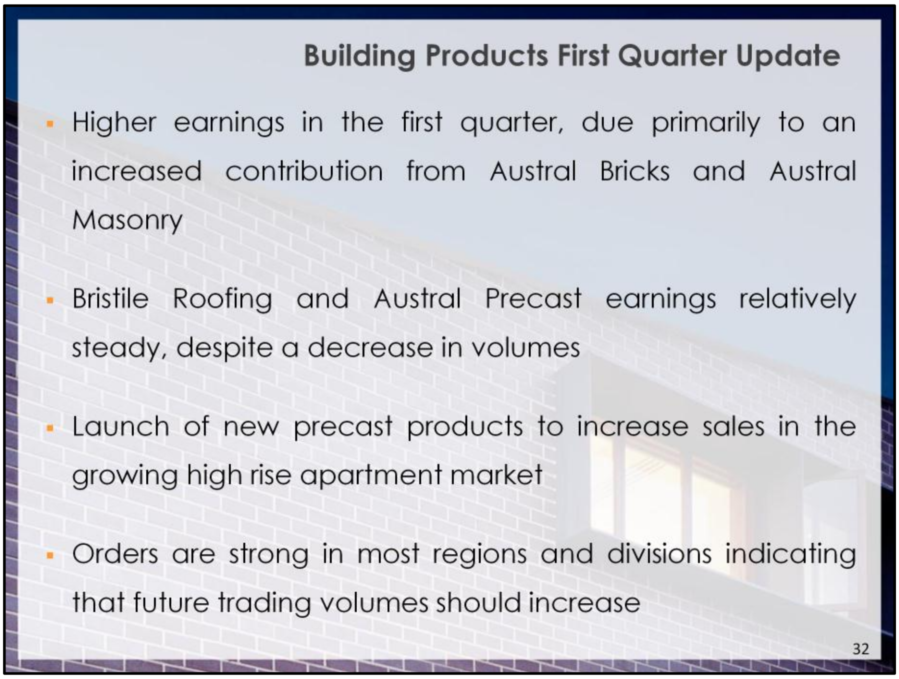
Auswest Timbers operates four sawmills in Fyshwick in the ACT, Orbost in Victoria and Pemberton and Deanmill in Western Australia. Product is also processed at two value adding facilities, one in Bairnsdale in Victoria and one at Manjimup in Western Australia. Auswest supplies battens for our roof tile business as well as to other customers in the roofing market. The business also supplies structural timber, both green and dried, pre finished flooring and various other timber products. All logs sawn are provided from either Government State Forest or private plantations.

Auswest Timbers sales revenue was up 7.7% to $42.8 million for the year.

A fire at the Deanmill facility caused significant disruption to operations in Western Australia, with the site being out of operation for almost the entire year. This plant has been fully rebuilt and is now back in operation. Following the rebuild, it is now a safer and more efficient plant.

In Victoria, demand for value added product out of the Bairnsdale processing plant remains strong, with sales volume up 9.9% on the prior year.

Demand for roof tile battens from the Fyshwick mill in ACT was adversely impacted by the reduction in detached house building in Victoria.



Turning now to an update on performance of the Building Products Group during the first quarter of financial year 2014.

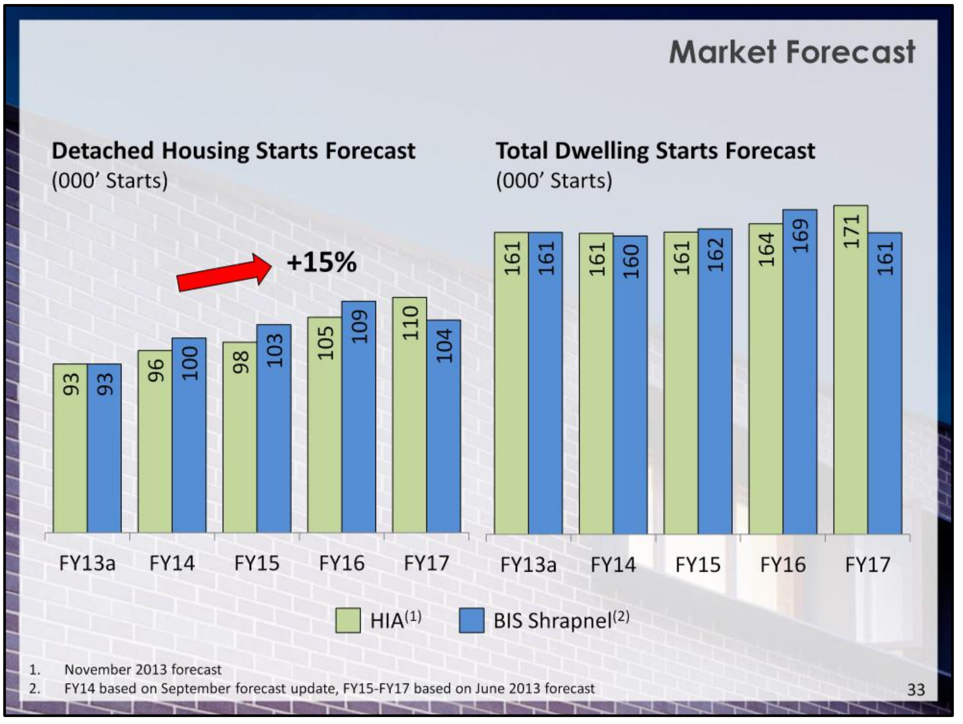
Building Products profitability in the first quarter of 2014 has improved compared to the previous corresponding period, driven primarily by increased contributions from Austral Bricks and Austral Masonry. In both operations sales volumes and margins have increased over the prior corresponding period. Improved plant efficiency resulted in production costs being well contained, due to the increased volumes and a range of operational improvements.

Bristile Roofing earnings have remained steady, even though sales volume was down on the prior quarter due to weak conditions in Victoria, the largest roof tile market in the country.

Austral Precast earnings were also steady, despite a downturn in industrial building activity. During the quarter, this business launched a suite of new products to target increased sales in the growing high rise apartment market.

Direct earnings comparison with the prior period is difficult for Auswest Timbers, as last year was impacted by a fire that disrupted operations in Western Australia, resulting in subsequent insurance claims at the end of the period. On balance however, the underlying performance of this business was in line with the prior corresponding period.

Future prospects remain encouraging, with orders in most regions and divisions being comfortably ahead of sales.



Before I move on, I'd just like to make mention of the outlook for the broader housing market. Earlier I mentioned that despite the small uptick in detached housing activity in financial year 2013, there remains significant further upside. The latest forecasts of both the HIA and BIS Shrapnel support this view.

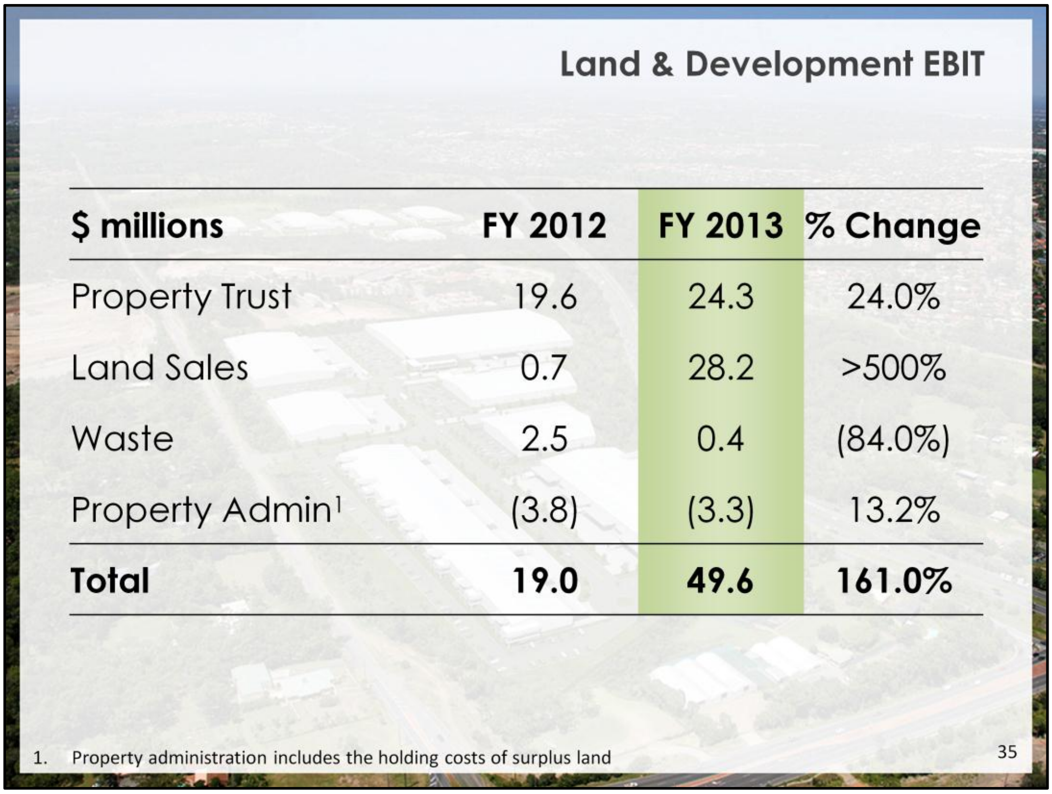
Whilst both of these forecasters are predicting relatively flat overall dwelling activity, they are predicting a shift back to detached house construction over the next four years.

Both are predicting a gradual and sustained increase in detached housing starts over that period, and taking the average, a 15% increase in starts is forecast compared to financial year 2013.

It is worth noting that the forecast levels of 105-110,000 starts per year remain comfortably below previous peak levels.

I will now go through our Property results.

Before I do so, I would like to take a moment to highlight the image on the slide, showing an artists impression of a planned development of our Rochedale site in Queensland. The Rochedale brick plant is shown in the middle of the image. The development of surplus land surrounding the plant will be a major focus for financial year 2014. Development approvals for the servicing, sub-division and first warehousing facilities are nearing completion and will be lodged early next year and allow the land to be sold into the Property Trust and development to commence in 2014. This land will be redeveloped over a five to seven year period.



Land & Development EBIT

$ millions	FY 2012	FY 2013	% Change
Property Trust	19.6	24.3	24.0%
Land Sales	0.7	28.2	>500%
Waste	2.5	0.4	(84.0%)
Property Admin[1]	(3.8)	(3.3)	13.2%
Total	**19.0**	**49.6**	**161.0%**

1. Property administration includes the holding costs of surplus land

35

Land and Development delivered an EBIT of $49.6 million for the year ended 31 July 2013, an increase of 161.0% from $19.0 million for the prior year. In addition, the value of the Property Trust increased by $74.4 million during the year.

Property sales contributed strongly to this result. The major transaction for the year was the sale of the second stage of Oakdale (“Oakdale South”) into the Joint Venture Property Trust for a profit of $23.4 million in the first half. Transactions in the second half included the sale of 2.6 hectares into the Property Trust to allow the existing Coles Distribution Centre to be extended, and the sale of a quarry at Swanbank in Queensland for $2.0 million in sale proceeds.

Property administration costs were down on the previous year.

I will now work through the **Property Trust** result in detail, before outlining the property pipeline and outlook.

Industrial Property Trust EBIT

$ millions (BKW share)	FY 2012	FY 2013	% Change
Rent	9.0	10.0	11.1%
Revaluation of established properties	5.3	5.9	11.3%
Revaluation on completion of new properties	4.5	6.1	35.6%
Sales of vacant lots	0.8	2.3	187.5%
Total	**19.6**	**24.3**	**24.0%**

36

The Property Trust delivered an EBIT of $24.3 million, up 24.0% on the prior year.

Rental Distribution profit of $10.0 million was up 11.1% from $9.0million.

Revaluation profit on established properties of $5.9 million was up 11.3% from $5.3 million, on flat capitalisation rates and moderate rental growth.

An EBIT of $6.1 million was contributed primarily through valuation uplifts on completion of new developments at the Reedy Unit Estate at M7 Business Hub and the Jeminex Unit Estate at Erskine Industrial Estate.

The sale of two vacant land assets from the Property Trust, including 2.0 hectares at Wacol and 1.5 hectares at the M7 Hub, contributed $2.3 million.

Industrial Property Trust Value

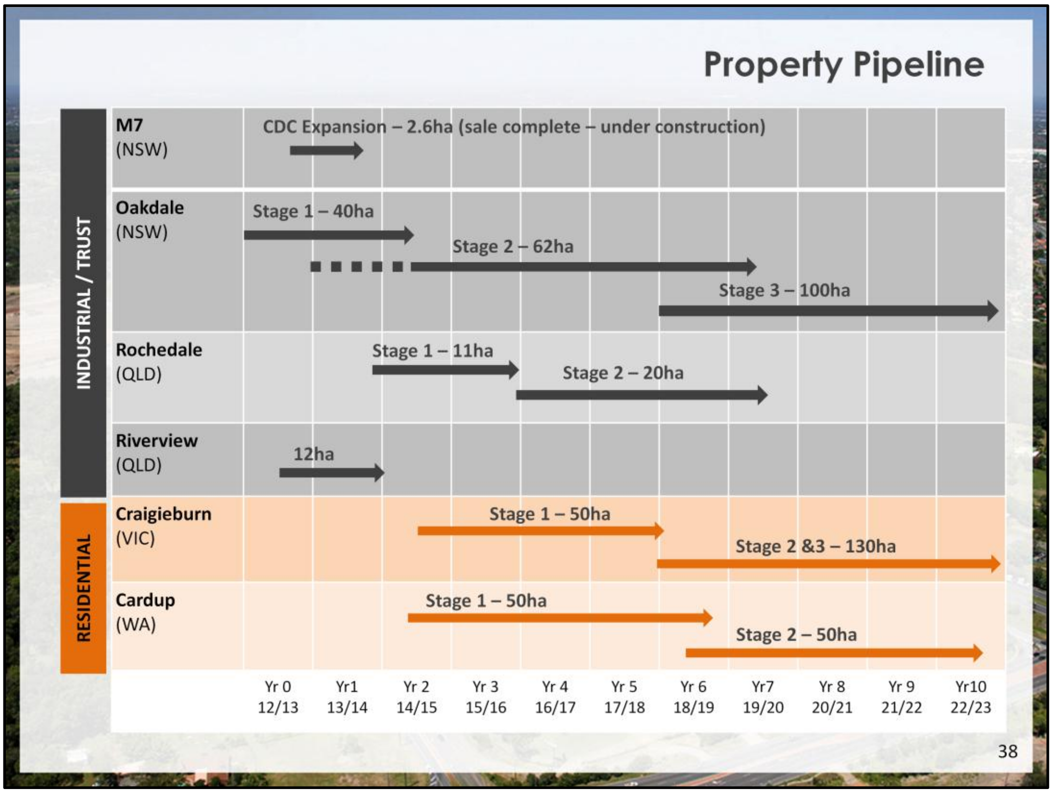
($ millions)	FY 2012	FY 2013	% Change
Leased properties	518.4	607.2	17.1%
Land to be developed	137.0	261.5	90.9%
Total	**655.4**	**868.7**	**32.5%**
Less borrowings	286.4	351.0	22.6%
Net trust assets (100%)	369.0	517.7	40.3%
Brickworks equity (50%)	**184.5**	**258.9**	**40.3%**
Return[1]	**12.3%**	**11.2%**	**(1.1%)**

1. Return on leased properties is determined after borrowings of $323.0 million on those properties

37

The total value of the Property Trust Assets rose by $213.3 million to $868.7 million at 31 July 2013, primarily as a result of the sale of Oakdale South into the Property Trust. This sale increased the total net Trust assets by $125.2m. Borrowings also increased to $351.0 million as a result of the completion of two new assets and the properties currently under development, giving a total net value of $517.7 million. Brickworks 50% share of the net asset value increased by $74.4 million to $258.9 million.

The return on the developed properties in the Trust decreased slightly to 11.2% due to a longer than expected take up period in the Reedy Creek estate which resulted in two extended vacancies, which have now been leased.



As can be seen from the property pipeline shown on screen, there is a long pipeline of development which is expected to continue well into the future.

In the short term, the development work will continue to focus on Oakdale in New South Wales.

The development of the Rochedale property will be also be a major focus for financial year 2014.

Work continues on the rezoning of Craigieburn in Victoria and Cardup in Western Australia to residential. A draft Framework Plan on the Craigieburn site and surrounding area is expected to be released by the Growth Areas Authority before the end of 2013. An application to rezone Cardup was lodged in late 2013.

The Property Trust is currently seeing significant growth. Two developments have already been completed during the first quarter. One of these properties, an expansion project for Toll Holdings was sold during the first quarter to our Joint Venture partner, the Goodman Australia Industrial Fund for cash proceeds of $11.6 million, in line with the book value.

A further two developments are expected to be completed in the final quarter of the current financial year. One of those developments is shown at the bottom of the slide on screen – a fourth DHL facility currently under construction.

The opening of the Erskine Park Link Road and the NSW Government's commitment to fund the upgrade of Old Wallgrove Road will also assist in continuing to open up the Eastern Creek employment area and drive further growth in the medium and longer term.

Additional potential transactions in financial year 2014 include:

- The sale of Rochedale into the Property Trust
- The 12.2 hectare Riverview site currently on the market for lease or sale
- The Port Kembla site in New South Wales currently on the market for lease or sale

Overall, property earnings will be marginally lower, with continued growth in the Property Trust being offset by a marginally lower contribution from land sales.

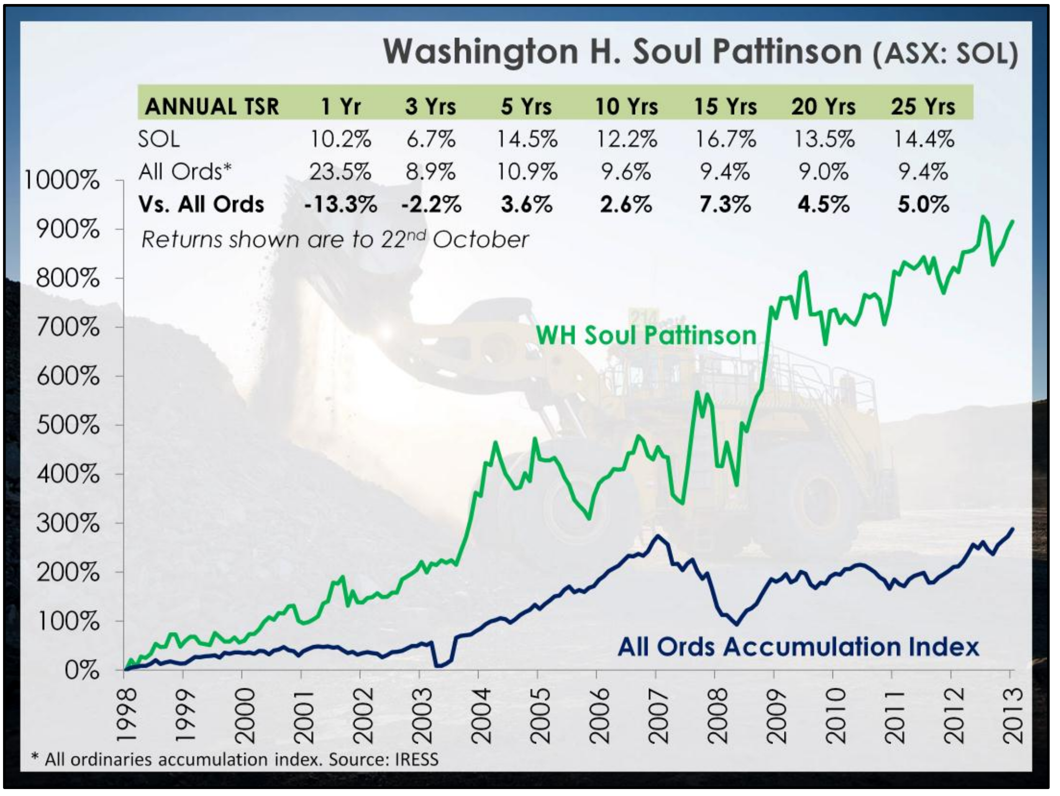
I will now go through our Investment results.

Brickworks Investments’ Group consist primarily of a 42.72% stake in Washington H Soul Pattinson, a core asset of Brickworks that has brought diversity and reliable earnings to the company.

WHSP is a diversified investment house with interests in a wide range of companies. Some of these companies and their brands are shown on the screen.

WHSP’s investments are primarily major listed companies, however it also holds investments in non listed companies. In some cases, WHSP owns a controlling stake in the company, or a significant share of over 20%. In other cases the holding is less than 1% of shares on issue.

Aside from its’ 44.5% interest in Brickworks, SOL’s largest two holding are New Hope Coal Corporation and TPG Telecom.



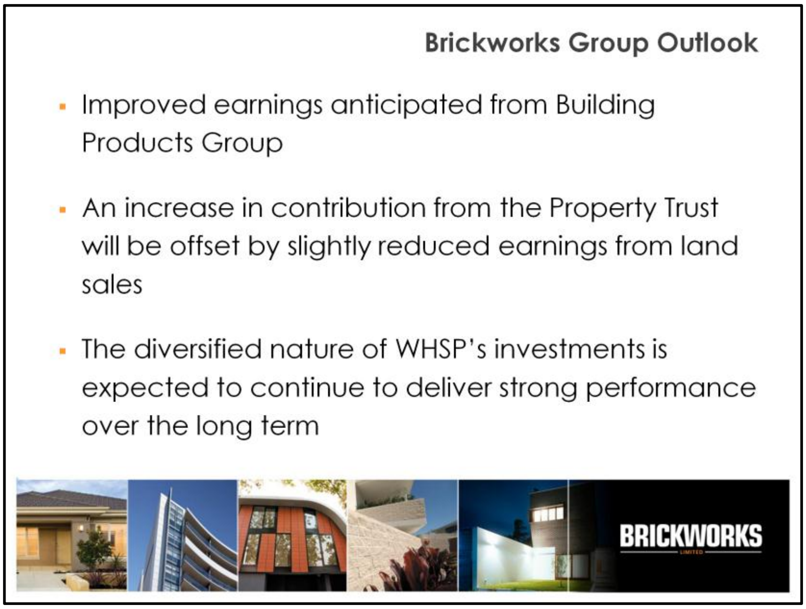
The chart on screen shows Washington H Soul Pattinson total shareholder return over the past 15 years compared to the ASX All Ordinaries Accumulation Index. As can be seen, WHSP has delivered outstanding returns to its shareholders over this period, with annual returns of 16.7% outperforming the Index by 7.3% per annum. Over all time horizons greater than 3 years, Washington H Soul Pattinson returns have comfortably exceeded returns from the Index.

For the 2013 financial year, the normal equity accounted contribution of WHSP was down 10.7% to $59.5 million.

Brickworks received normal fully franked dividends totaling $46.0 million from WHSP during the year.

The market value of Brickworks 42.72% shareholding in WHSP was $1.473 billion at 22nd October 2013, prior to the receipt of the Perpetual / Carnegie proposals.

Turning to the Group outlook



The **Building Products** Group is expected to deliver improved earnings in the 2014 financial year.

Property earnings will be marginally lower, with continued growth in the Property Trust being offset by a slightly reduced contribution from land sales.

Investment earnings are expected to continue to deliver strong performance over the long term.

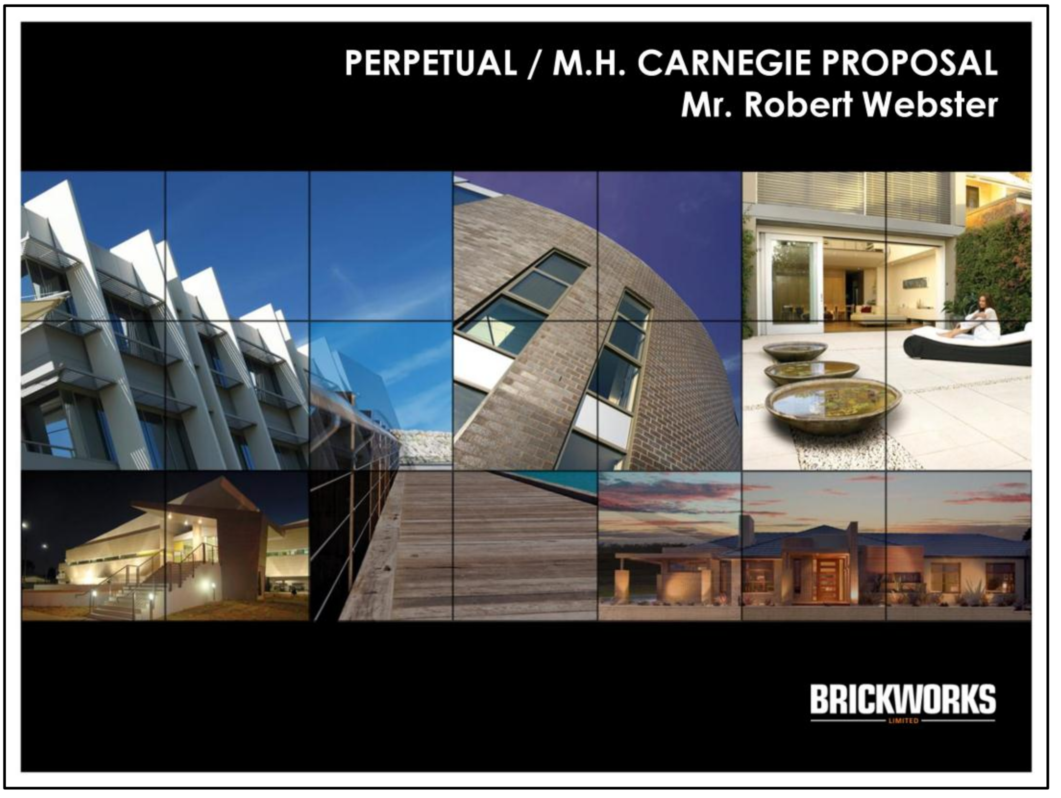
We have a number of our executive staff here today and I would like to introduce them.

Mr. Mark Finney	Group General Manager Austral Bricks East Coast
Mrs. Megan Kublins	Executive General Manager Land & Development
Mr. David Fitzharris	Group General Manager Sales and Export
Mr. Mark Ellenor	General Manager Austral Bricks New South Wales
Mr. Colin Skead	General Manager Austral Precast
Mr. Mark Callagher	General Manager Corporate Development
Ms. Cathy Inglis	Group Technical Research and Engineering Manager
Mr Wally Kluktewicz	Group Human Resources Manager
Mr Brett Ward	General Manager Marketing

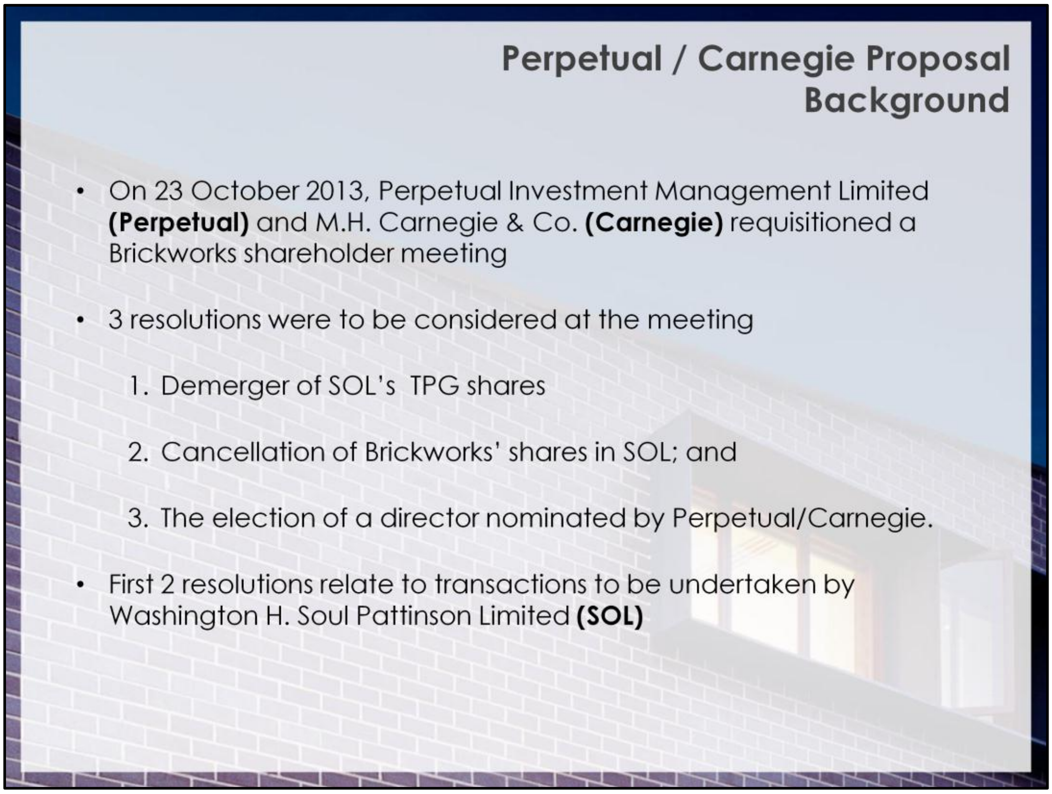
In addition we have several other staff members here today who have made an outstanding contribution to Brickworks over the year. It is also important to note that over 750 staff members, representing over 50% of total employees are shareholders of Brickworks. This is the single largest group of shareholders by number, and their commitment and alignment with the strategic direction of the Group is a fundamental ingredient of our future success.

Thank you for your attendance today and continued support of Brickworks Limited.

I will now hand over to Mr. Robert Webster who will address shareholders on behalf of the Independent Directors.



Thank you Lindsay.

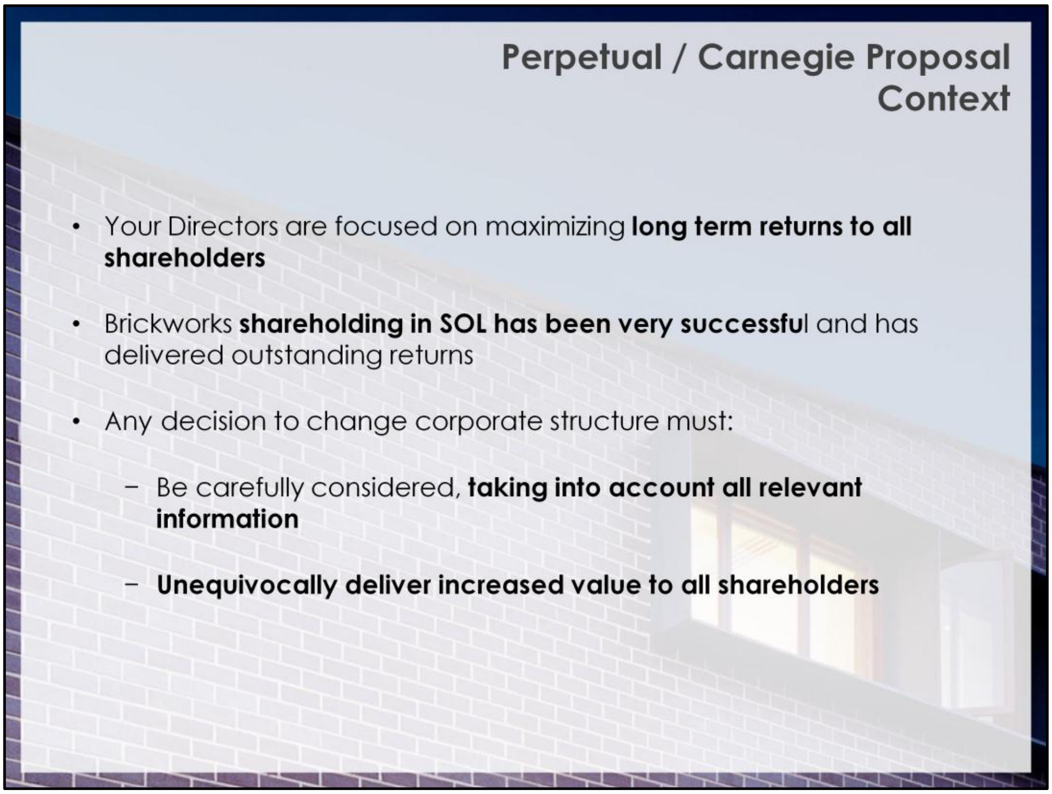


As you would no doubt be aware, on 23 October Perpetual Investment Management and M.H. Carnegie & Co requisitioned a general meeting of Brickworks shareholders to consider and vote on two transactions to be undertaken by Washington H. Soul Pattinson, and the election of an additional director to the Board.

The meeting was originally due to be completed yesterday however, after protracted discussions Perpetual and Carnegie last week agreed to delay consideration of the resolutions to allow Brickworks and you, the shareholders, enough time to give it due and proper consideration.

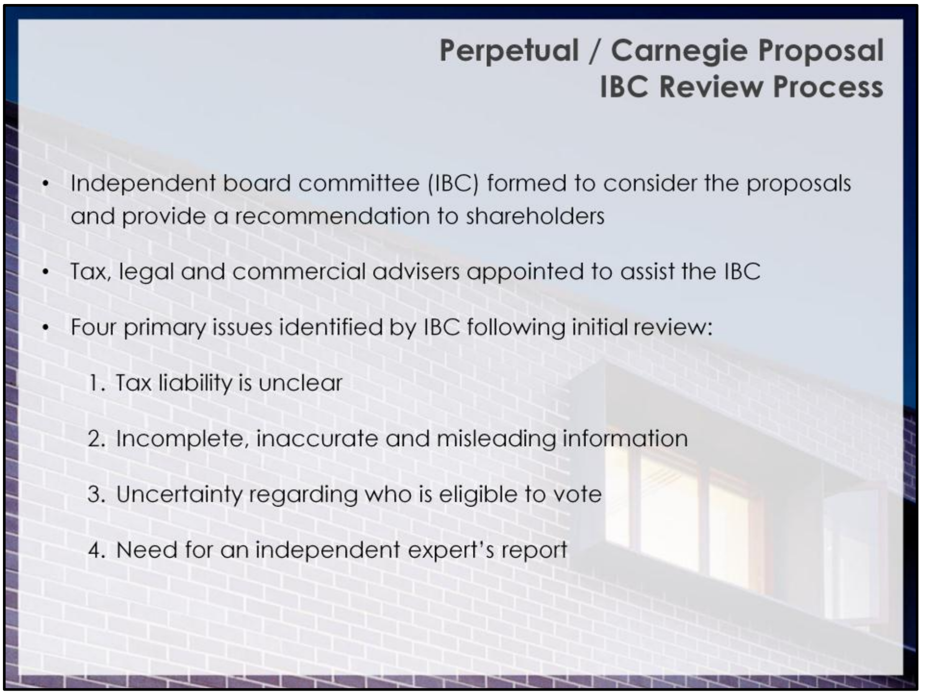
The first two resolutions are highly complex transactions, but in simple terms entail:

- Soul Pattinson demerging its shareholding in TPG Telecom to its shareholders; and
- The cancellation of Brickworks' 42.7% shareholding in Soul Pattinson in return for cash and a promissory note.



As a board of directors, our primary focus is on maximizing long term returns to all Brickworks' shareholders. As the Chairman outlined earlier, since 1969 our investment in Soul Pattinson has been very successful and has helped Brickworks deliver outstanding returns to shareholders over almost 45 years.

This history of outperformance heightens the need for your directors to think very carefully about disturbing a corporate structure that has delivered such great results for so long. Any decision to change the existing structure must take into account all relevant information available and, most important, deliver increased value to all shareholders.

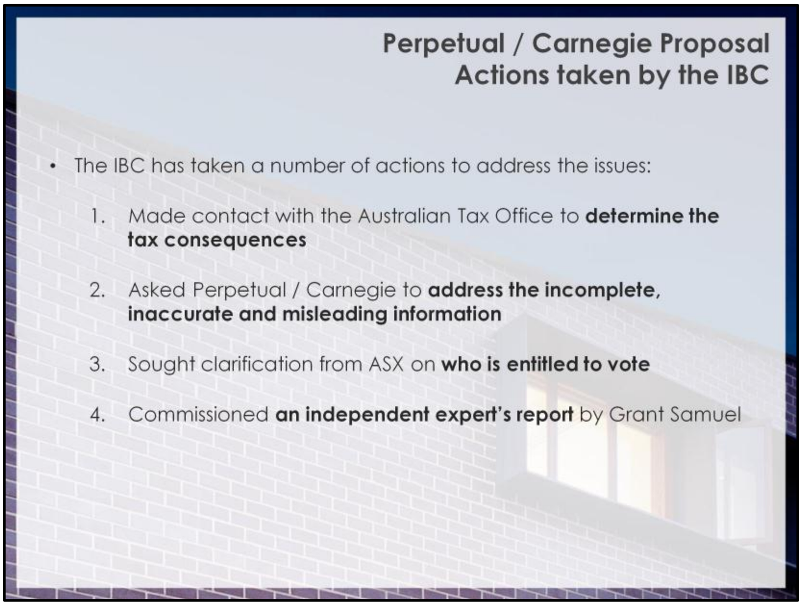


Following receipt of Perpetual & Carnegie's proposals, the four directors of Brickworks who are independent of Soul Pattinson formed a committee to consider the proposals. I am the chairman of the committee, with David Gilham, Brendan Crotty and Lindsay Partridge also serving on it. The independent committee was formed so that we, your directors, could make an independent recommendation to you regarding the proposals.

Given the complex tax, legal and commercial issues the proposals give rise to, we appointed a number of highly respected and experienced corporate advisors to provide the independent committee with advice on these issues. Following our advisers providing us with their initial views on the proposals, it became clear that we needed further time to undertake a number of tasks prior to making any recommendation to shareholders.

We believe there are four key issues that require further work or investigation prior to being able to make a fully informed recommendation to shareholders:

1. The significant potential tax liability is unclear.
2. There is incomplete, inaccurate and misleading information in the materials sent to you by Perpetual & Carnegie, that requires clarification.
3. There was uncertainty regarding who was eligible to vote.
4. We believe there is a need for an independent expert's report that properly considers the issues.



In response to these concerns, we have taken a number of actions:

Firstly, we have made contact with the Australian Tax Office to commence a ruling process to confirm the tax consequences of the proposals. We currently believe the tax liability arising from the proposals could be well in excess of the $248m estimated by Perpetual & Carnegie.

Secondly, we have written to Perpetual & Carnegie asking them to correct or address what we believe is incomplete, inaccurate and misleading information contained in the materials they provided to you. A response was received from Perpetual & Carnegie on 18 November, however it falls far short of what we believe shareholders require. The company has now commenced legal action in order to address these issues.

Thirdly, we have sought clarification from ASX on whether or not Soul Pattinson was entitled to vote on the resolutions. This issue remains unclear and we believe it is vital that shareholders know who is eligible to vote, given the bearing this could have on the outcome.

Finally, we have commissioned an independent expert's report by the well-respected corporate advisor, Grant Samuel & Associates. This will ensure we can act independently of any outcome and provide shareholders with an independent view on the proposals.

We wrote to Perpetual & Carnegie requesting a postponement of the general meeting so that we could undertake this work. However Perpetual & Carnegie had not provided an adequate response prior to our deadline for mailing a recommendation to shareholders.

Subsequently to this, Perpetual & Carnegie agreed to delay the shareholder meeting to consider the Perpetual / Carnegie proposal. However under the Brickworks constitution, we were technically unable to postpone the meeting at this late stage, so we opened it yesterday and adjourned it to noon on 28th February next year, to be held here at the Establishment.

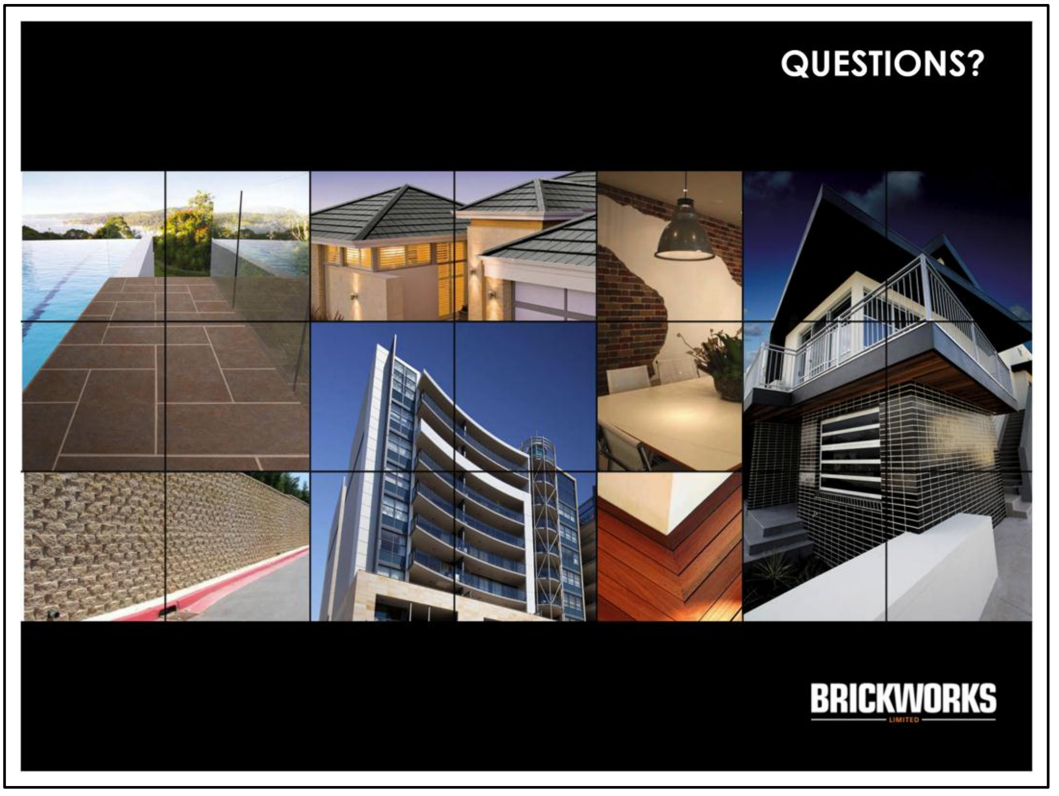
This will allow the IBC to continue to make enquiries and properly evaluate the proposals. This ongoing evaluation is aimed at putting you, Brickworks shareholders, in a fully informed position to vote on the proposals.

Given the information inadequacies, risks and uncertainties, as the independent board committee, we have not yet been in a position to form a view on whether the proposals are in the best interests of shareholders. You can rest assured we are giving the proposals proper and due consideration, and we firmly believe we are acting in the best interests of shareholders by adopting the position we have taken.

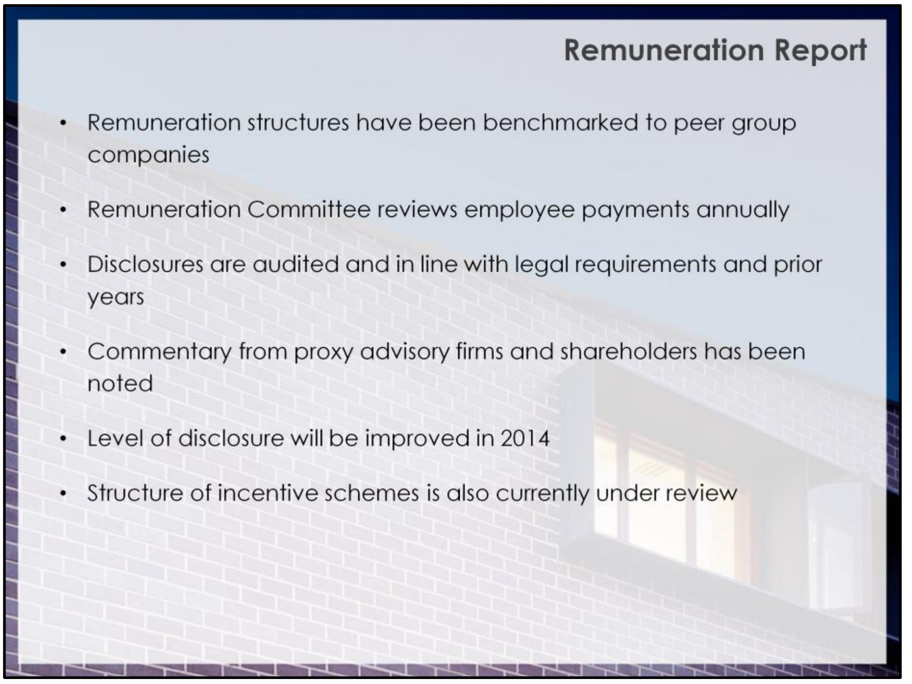
The IBC expects to be in a position to make a recommendation to shareholders by early to mid February.

Before closing I should note that existing proxies received will still stand unless a new proxy form is received. All shareholders will have an opportunity to lodge new proxies for the adjourned meeting, once a new Notice of Meeting is mailed to shareholders.

I will now hand back to the Chairman.



Chairman: Thank you Robert. I will now take any questions.



You will see in a few minutes the proxy position in relation to the approval of the 2013 Remuneration Report. Whilst this vote is advisory only, I take this opportunity to provide shareholders with additional information on our approach to remuneration.

The board regards the remuneration of its employees very seriously and benchmarks it against our peer group. Shareholders would appreciate that the success of the building products business and its outperformance relies heavily on its long standing and experienced staff.

Remuneration for employees is reviewed annually by the Remuneration Committee, which comprises the non-executive directors of Brickworks. We regard the current remuneration practices at Brickworks as appropriate for the size of our company. I also note that current year disclosures are in line with our prior practices (which have been overwhelmingly approved by shareholders), consistent with legal requirements and are audited by Ernst & Young.

This notwithstanding, the board takes note of commentary from proxy advisory firms and some shareholders surrounding disclosures within the 2013 Remuneration Report. We are mindful of the increased disclosure being sought and to assist shareholders, I have the following comments:

- The increase in salary for our Group General Manager Sales – Brickworks Building Products, Mr Fitzharris, was to ensure the company met market rates for, and retained the services of, this talented employee. David has been with Brickworks for 26 years and is a key member of our Executive team. He has been responsible for driving the increase in Brickworks sales across our product range and strengthening our key customer relationships.
- With respect to Mr Scott, the Group General Manager WA – Brickworks Building Products, we included an increase in his base salary only in line with CPI. Peter elected to restructure his salary package to include a car allowance instead of a fully maintained company vehicle. This artificially increased the headline amount of his remuneration above CPI.

As you know, Brickworks has a stable and experienced Senior Executive Team. In fact, all of our 6 Key Management Personnel entered into their current employment contracts prior to 2009 (with one exception, Mr Finney who commenced in 2011). This has led to some questions about the potential termination benefits that may be payable to our senior executives. I would like to clarify that the Managing Director is the only senior executive who could potentially receive a termination benefit in excess of 12 months of his base salary. Mr Partridge's contract was independently reviewed when it was entered into in 2005 and it was determined that this arrangement was fair and reasonable. Mr Partridge's contract is ongoing and the Board considers it remains appropriate for the valuable services that he provides to our company.

In light of the questions raised about the 2013 Remuneration Report, the Board's Remuneration Committee is currently reviewing the level of information provided to shareholders in the Annual Report. We will also be reviewing the structure of the Company's incentive schemes, including the size of any grants, vesting periods and performance hurdles attached. This information will be provided to shareholders as part of the 2014 Remuneration Report.