

BRICKWORKS

LIMITED

ABN 17 000 028 526



Notice of
MEETING

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NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of **BRICKWORKS LIMITED**, will be held in the Ballroom at The Establishment, Level 2, 252 George Street Sydney, NSW, 2000 on **Tuesday 27 November 2018** at 12.00 noon (AEDT).

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 2018.

2. REMUNERATION REPORT

To adopt the remuneration report for the financial year ended 31 July 2018.

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. RE-ELECTION OF DIRECTORS

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

The Lead Independent Director of the meeting (as Chairman of the Meeting in relation to the part of the Meeting that deals with the election of Mr R. Millner) intends to vote all undirected proxies in favour of Resolution b.

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 25 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Shareholders may vote by either:

- ▶ attending the meeting in person or by attorney; or
- ▶ by proxy (see below); or
- ▶ by corporate representative in the case of corporate shareholders (see below).

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, each proxy may exercise half of the votes.
- (c) A proxy need not be a member of the Company.
- (d) A proxy form must be signed by the member or his or her attorney. Proxies given by corporations must be signed under seal or under the hand of the authorised officer or attorney.
- (e) Proxy forms must be lodged with the Secretary, Brickworks Limited, in accordance with the instructions on the proxy form, not less than 48 hours before the time for holding the meeting. A proxy form accompanies this notice.

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 proxy form), or handed in at the meeting when registering as a corporate representative.

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 (“**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 2018

The Corporations Act requires listed companies to present their remuneration report for adoption by shareholders at the Company’s Annual General Meeting. 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.

VOTING EXCLUSION STATEMENT

A vote must not be cast (in any capacity) on Resolution 2 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 or 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 proxy 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 Brickworks Group's KMP.

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 on the proxy 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 of the Brickworks Group or the Chairman of the Meeting is a KMP.

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

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

**RESOLUTION 3:
RE-ELECTION OF MR R. MILLNER**

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

Robert D. Millner

FAICD

Chairman

Mr. R. Millner is the non-executive chairman of the Board. He first joined the Board in 1997 and was appointed chairman in 1999. Mr Millner has extensive corporate and investment experience. He is a member of the Remuneration Committee and the Nomination Committee.

Other directorships:

- ▶ Washington H. Soul Pattinson and Co. Ltd (WHSP)
- ▶ New Hope Corporation Ltd
- ▶ TPG Telecom Ltd
- ▶ Bkl Investment Company Ltd
- ▶ Milton Group
- ▶ Australian Pharmaceutical Industries Ltd

These companies include WHSP and only those listed companies that WHSP has a major investment in.

The Directors (with Mr R. Millner abstaining) support the re-election and unanimously recommend that shareholders vote in favour of resolution 3.

The Lead Independent Director of the meeting (as Chairman of the Meeting in relation to the part of the Meeting that deals with the election of Mr R. Millner) intends to vote all undirected proxies in favour of resolution 3.

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