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**10 September 2025**

Australian Securities Exchange

Attention: **Companies Department**

**BY ELECTRONIC LODGEMENT**

**Brickworks Limited Share Scheme Meeting – 10 September 2025**

Dear Sir / Madam,

Please find attached presentation and address to be made today by the Chair of the Independent Board Committee to be made today at the Brickworks Limited Share Scheme Meeting.

This announcement has been authorised for release by the Brickworks Independent Directors.

Yours faithfully  
BRICKWORKS LIMITED

**Susan Leppinus**

Company Secretary

For personal use only

# Brickworks Limited Share Scheme Meeting

10 September 2025

PRESENTED BY



Deborah Page AM  
Chair of the Independent Board Committee

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Today

## Agenda

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# Introduction

## Section 1

BRICKWORKS



Good morning ladies and gentlemen.

My name is Deborah Page and I am the Chair of the Independent Board Committee of Brickworks.

Today we will be holding two consecutive meetings, both of which I am pleased to chair:

- the Brickworks Share Scheme Meeting, which relates to the proposed Combination of Brickworks Limited and Washington. H. Soul Pattinson and Company Limited (Soul Patts) under a newly established ASX-listed company, Topco; and
- the General Meeting, which relates to the grant of performance rights to the proposed Managing Director and CEO of Topco.

Brickworks shareholders are today being asked to vote at both the Brickworks Share Scheme Meeting and the General Meeting. This is why you would have received two voting cards during registration. The DARK BLUE for the Brickworks Share Scheme and the RED for the General Meeting.

With the time now having just passed 9.00am, and having been advised by Ms. Susan Leppinus, Brickworks' Company Secretary and General Counsel that a quorum is present, I declare the General Meeting open. As set out in the Notice of General Meeting, I will now adjourn the General Meeting until immediately following the conclusion of the Brickworks Share Scheme Meeting.

As the General Meeting has been adjourned, I can now declare the Brickworks Share Scheme Meeting open.

## Introduction to the Brickworks Independent Board Committee



**Deborah Page AM**  
Chair of the Independent Board  
Committee,  
Non-Executive Director



**Malcolm Bunday**  
Deputy Chair, Non-Executive Director



**Robyn Stubbs**  
Non-Executive Director



**The Hon. Joel Fitzgibbon**  
Non-Executive Director

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I am joined today by Brickworks' Independent Board Committee as well as the members of Brickworks' executive management team.

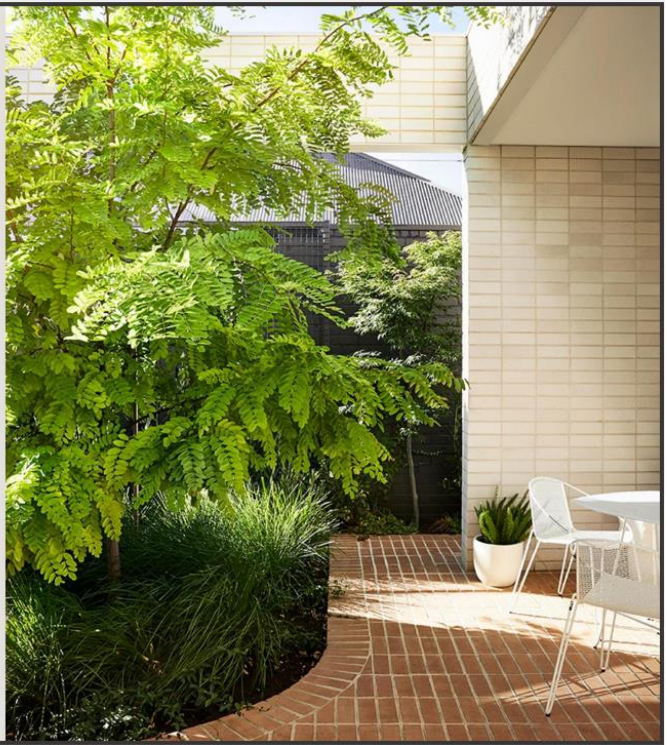
Seated here with me today are Independent Directors, Malcolm Bunday, Robyn Stubbs and The Hon. Joel Fitzgibbon. From the executive management team, we have Chief Executive Officer, Mark Ellenor, Chief Financial Officer, Grant Douglas and our Company Secretary and General Counsel, Susan Leppinus.

Also seated with us today are Robert Millner AO, the Chairman of Brickworks and Soul Patts, and Todd Barlow, a Director of Brickworks and Managing Director and CEO of Soul Patts. As outlined in the Combination Booklet, having regard to their position as SOL Directors and their other interests in Soul Patts, Robert Millner AO and Todd Barlow are not members of the Independent Board Committee, and did not participate in Brickworks' consideration and negotiation of the terms of the proposed Combination of Brickworks and Soul Patts.

# Brickworks Share Scheme overview

## Section 2

BRICKWORKS



Fellow shareholders, today is a significant day in the history of Brickworks. At today's meeting, convened in accordance with orders made by the Supreme Court of New South Wales on 1 August 2025, Brickworks Shareholders are being asked to vote on a scheme of arrangement which, if approved (and subject to all other conditions being met) would result in a Combination of Brickworks and Soul Patts, under a newly established ASX-listed company, which I will refer to as Topco.

The proposed Combination is expected to deliver value creation and growth opportunities for Brickworks Shareholders through significantly increased scale and a simplified company structure by removing the Brickworks and Soul Patts cross shareholding.

The cross shareholding between Brickworks and Soul Patts which began in 1969 to diversify earnings, has been beneficial to both companies, accounting for consistent total shareholder returns. However, balancing the advantages and disadvantages associated with retaining the cross shareholding, the Brickworks Independent Directors have concluded that the time is now right to proceed with the elimination of the cross shareholding and unanimously recommend Brickworks shareholders vote in favour of the Brickworks Share Scheme.

The Combination Booklet, which was sent to Brickworks Shareholders includes, among other things, an overview of the Brickworks Share Scheme and the key considerations relevant to each Brickworks Shareholder's vote, including reasons to vote in favour of, or against, the Brickworks Share Scheme, and an Independent Expert's Report which concludes that the Brickworks Share Scheme is fair and reasonable and in the best interests of Brickworks Shareholders, in the absence of a superior proposal. The Combination Booklet also sets out the risks associated with the Brickworks Share Scheme, a summary of Australian tax implications and a notice convening today's meeting. The Combination Booklet, including its annexures, will be taken as read.

I remind everyone that this is a shareholders meeting and only holders of Brickworks Shares, their attorneys, proxies or authorised corporate representatives, are entitled to vote and speak.

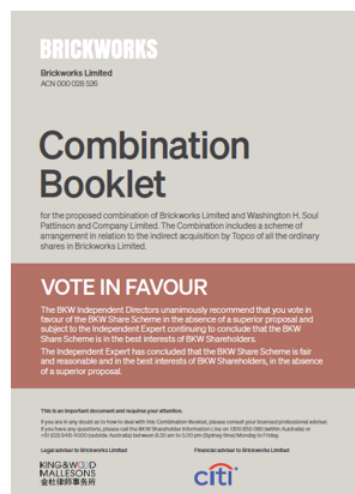


## Overview of the Brickworks Share Scheme

- On 2 June 2025, Brickworks and Soul Patts announced that they had entered into a Combination Deed in respect of their proposed Combination to create a newly capitalised ASX-listed company ("**Topco**")
- Under the proposed Combination, all of the shares in Brickworks and all of the shares in Soul Patts will be acquired by a subsidiary of Topco in consideration for Topco Shares that will be issued to Brickworks Shareholders and Soul Patts Shareholders by way of two separate and interconditional schemes of arrangement ("**Share Schemes**")
- If both Share Schemes are approved and implemented, Brickworks Shareholders (other than Ineligible Foreign Shareholders) will receive 0.82 Topco Shares for each Brickworks Share held ("**Brickworks Share Scheme Consideration**")
- The Brickworks Share Scheme Consideration implies a value of \$36.33 per Brickworks Share and a market capitalisation for the Combined Group of \$16.9 billion<sup>1</sup>
- As part of the proposed Combination, prior to Implementation Topco is expected to issue at least 34 million new Topco Shares to raise approximately \$1.4 billion from investors
- On Implementation, Brickworks Scheme Shareholders will own approximately 19% of Topco

1. Based on the expected number of Topco Shares on issue of 381,038,801 post-Implementation and Soul Patts' share price of \$44.30 as at close of trading on 9 September 2025.

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I would now like to say a few words about the Brickworks Share Scheme.

Under the proposed Combination, a newly established company which is a subsidiary of Topco will acquire all of the shares in Brickworks and all of the shares in Soul Patts (other than the Soul Patts Shares that Brickworks already owns) in consideration for Topco Shares that will be issued to Brickworks Shareholders and Soul Patts Shareholders by way of two separate and inter-conditional schemes of arrangement, referred to as the Share Schemes.

If both Share Schemes are approved and implemented, Brickworks Shareholders, other than Ineligible Foreign Shareholders, will receive 0.82 Topco Shares for each Brickworks Share held at the Brickworks Share Scheme Record Date, expected to be at 7.00 pm on Wednesday, 17 September 2025.

If you are an Ineligible Foreign Shareholder, the Topco Shares you would otherwise have been entitled to receive under the Brickworks Share Scheme will be issued to a Sale Agent who will sell those Topco Shares on your behalf. You will then receive the Net Proceeds of the sale of those Topco Shares in satisfaction of your entitlement to the Brickworks Share Scheme Consideration.

Based on the closing price of Soul Patts shares on 9 September 2025 of \$44.30, the Brickworks Share Scheme Consideration implies a value of \$36.33 per Brickworks Share and a market capitalisation for the Combined Group of \$16.9 billion.

In addition, as part of the proposed Combination, prior to Implementation Topco is expected to issue at least 34 million new Topco Shares to raise approximately \$1.4 billion from investors, with the newly raised funds to ensure Topco has a well-capitalised balance sheet to fund growth as well as being used to pay down a significant portion of outstanding Brickworks debt and other liabilities (including Soul Patts convertible bond), and cover transaction costs (including stamp duty).

On implementation of the Share Schemes, Brickworks Scheme Shareholders will own approximately 19% of Topco.

## Reasons to vote in favour of the Brickworks Share Scheme

- ✓ The Brickworks Independent Directors have unanimously recommended you vote in favour of the Brickworks Share Scheme (in the absence of a superior proposal and subject to the Independent Expert maintaining its recommendation).
- ✓ The Independent Expert has concluded that the Brickworks Share Scheme is fair and reasonable, and in the best interests of Brickworks Shareholders, in the absence of a superior proposal.
- ✓ The Brickworks Share Scheme Consideration represents an attractive premium to the recent undisturbed trading price of Brickworks Shares and post-tax Net Asset Value.
- ✓ You will have access to the Combined Group which will have a simplified corporate structure, enhanced scale, support additional shareholder liquidity and have additional financial capacity.
- ✓ You will have the opportunity to become a shareholder in a larger, well diversified high-quality investment portfolio spread across multiple asset classes.
- ✓ No Alternative Transaction has emerged since the announcement of the Combination Deed, and the Brickworks Independent Directors consider it unlikely that they will receive any such proposal.
- ✓ If the Brickworks Share Scheme does not proceed, and no superior proposal emerges, the Brickworks Share price may fall.
- ✓ Brickworks Scheme Shareholders that are residents of Australia for income tax purposes may be eligible to claim CGT roll-over relief for capital gains made from the disposal of their Brickworks Shares.
- ✓ No brokerage charges will be payable by you for the transfer of your Brickworks Shares.

These reasons are discussed in more detail in section 3.2 of the Combination Booklet.

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## Potential reasons to vote against the Brickworks Share Scheme

- ✗ You may disagree with the Brickworks Independent Directors' unanimous recommendation or the Independent Expert's conclusion.
- ✗ The value of the Brickworks Share Scheme Consideration is not certain, as it will depend on the price at which Topco Shares trade on the ASX.  
  
You may wish to maintain your investment profile and exposure to a business with Brickworks' specific characteristics and not wish to have a greater exposure to the Combined Group's business or risk profile. In particular, following Implementation:
  - Brickworks Scheme Shareholders (other than Ineligible Foreign Shareholders) will become holders of Topco Shares and have increased exposure to the business of Soul Patts, with the Brickworks business no longer comprising the primary business of the Combined Group
  - Brickworks Scheme Shareholders will hold a minority interest (approximately 19%) of Topco (comprising the Topco Shares issued under the Brickworks Share Scheme)
  - the Combined Group will be under the direction of the Topco Board, which will primarily be comprised of existing SOL Directors
- ✗ You may consider that there are risks associated with the integration of Brickworks and Soul Patts which exceed the benefits of the Combination.
- ✗ The tax consequences of the Brickworks Share Scheme may not suit your current financial situation.
- ✗ You are also a SOL Shareholder and intend to vote against the SOL Share Scheme.
- ✗ The issue of Topco Shares under the Topco Equity Raising will reduce the proportionate holdings of Brickworks Scheme Shareholders in Topco (noting no general offer will be made to existing retail BKW Shareholders under the Topco Equity Raising).

These reasons are discussed in more detail in section 3.3 of the Combination Booklet.

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The Brickworks Independent Directors have identified various reasons why Brickworks Shareholders may want to vote in favour of the Brickworks Share Scheme and various potential reasons why they may want to vote against the Brickworks Share Scheme. These reasons are set out in detail in Section 3 of the Combination Booklet and are also summarised on the current slides.

Having considered all of the reasons to vote for or against the Brickworks Share Scheme, your Independent Directors unanimously recommend that Brickworks Shareholders vote in favour of the Brickworks Share Scheme.

## Independent Expert's conclusion

- The Independent Expert, Kroll Australia Pty Ltd, has concluded that the Brickworks Share Scheme is **fair and reasonable, and in the best interests of Brickworks Shareholders, in the absence of a superior proposal.**
- The Independent Expert has assessed the value of a Brickworks Share on a controlling interest basis to be in the range of \$30.25 to \$34.26 per Brickworks Share.
- The Independent Expert has also assessed the value of the Brickworks Share Scheme Consideration to be in the range of \$31.98 to \$36.08 per Brickworks Share, which overlaps with the Independent Expert's assessed valuation range of Brickworks Shares.

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The Brickworks Independent Directors appointed Kroll Australia Pty Ltd as the Independent Expert to assess the merits of the Brickworks Share Scheme. The Independent Expert has concluded that the Brickworks Share Scheme is fair and reasonable, and in the best interests of Brickworks Shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of a Brickworks Share on a controlling interest basis to be in the range of \$30.25 to \$34.26 per Brickworks Share. The Independent Expert has also assessed the value of the Brickworks Share Scheme Consideration to be in the range of \$31.98 to \$36.08 per Brickworks Share, which overlaps with the Independent Expert's assessed valuation range of Brickworks Shares.

The Independent Expert's full commentary, including the reasons why it reached these conclusions, is contained in the Independent Expert's Report, a copy of which is included in Annexure A of the Combination Booklet.



### Brickworks Independent Directors' unanimous recommendation

- **The Brickworks Independent Directors unanimously recommend that you vote in favour of the Brickworks Share Scheme** in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the Brickworks Share Scheme is in the best interests of Brickworks Shareholders.
- Subject to those same qualifications, each Brickworks Independent Director and each other Brickworks Director intends to vote any Brickworks Shares held or controlled by him or her at the time of the Brickworks Share Scheme Meeting in favour of the Brickworks Share Scheme Resolution.
- No superior proposal has emerged and the Brickworks Independent Directors are not aware of any superior proposal that is likely to emerge.

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The Brickworks Independent Directors unanimously recommend that you vote in favour of the Brickworks Share Scheme in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the Brickworks Share Scheme is in the best interests of Brickworks Shareholders.

Subject to those same qualifications, each Brickworks Independent Director, as well as each other Brickworks Director, intends to vote any Brickworks Shares held or controlled by him or her as at the time of this meeting, in favour of the Brickworks Share Scheme Resolution.

The Brickworks Independent Directors can also confirm that as at the time of this meeting, no superior proposal has emerged, and the Brickworks Independent Directors are not aware of any superior proposal that is likely to emerge.

## Status of conditions precedent

- Implementation of the Brickworks Share Scheme remains subject to the following conditions precedent:
  - approval of the Brickworks Share Scheme at this meeting by the Required Majorities of Brickworks Shareholders;
  - approval of the Soul Patts Share Scheme by the Required Majorities of Soul Patts Shareholders at the Soul Patts Share Scheme Meeting;
  - approval of the Share Schemes by the Supreme Court of New South Wales at the respective Brickworks and Soul Patts Second Court Hearings; and
  - none of the material adverse changes, prescribed occurrences or material events detailed in the Combination Booklet having occurred to either Brickworks or Soul Patts.
- The Brickworks Share Scheme is also subject to other conditions precedent, which are described in detail in the Combination Booklet.

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The implementation of the Brickworks Share Scheme remains subject to the following conditions precedent:

- approval of the Brickworks Share Scheme at this meeting by the Required Majorities of Brickworks Shareholders;
- approval of the Soul Patts Share Scheme by the Required Majorities of Soul Patts Shareholders at the Soul Patts Share Scheme Meeting. The Soul Patts Scheme Meeting will take place at 11:00am, after this meeting;
- approval of the Share Schemes by the Supreme Court of New South Wales at the respective Brickworks and Soul Patts second Court hearings, each being scheduled for Friday, 12 September 2025; and
- none of the material adverse changes, prescribed occurrences or material events detailed in the Combination Booklet having occurred to either Brickworks or Soul Patts.

The Brickworks Share Scheme is also subject to other conditions precedent, which are described in detail in the Combination Booklet.

As at the time of today's meeting, the Brickworks Independent Directors are not aware of any circumstances which would cause any of the other outstanding conditions not to be satisfied or waived, if applicable.

## Implementation timetable

EVENT	DATE (SYDNEY TIME)
Brickworks Share Scheme Meeting for Brickworks Shareholders to vote on the Brickworks Share Scheme	9.00am on Wednesday, 10 September 2025
<b>IF THE BRICKWORKS SHARE SCHEME IS APPROVED BY BRICKWORKS SHAREHOLDERS</b>	
<b>Second Court Hearing</b> to approve the Brickworks Share Scheme	Friday, 12 September 2025
<b>Effective Date</b> Court order lodged with ASIC and announcement to the ASX Expected last day of trading in Topco Shares	Monday, 15 September 2025
Admission of Topco to the ASX Official List	
Suspension of Brickworks Shares from trading on the ASX	Close of trading on Monday, 15 September 2025
Commencement of trading of Topco Shares on ASX on a deferred settlement basis	Tuesday, 16 September 2025
<b>Scheme Record Date</b> Time and date for determining entitlements to the Brickworks Share Scheme Consideration	7.00 pm on Wednesday, 17 September 2025
<b>Topco shares issued</b> Topco Equity Raising completed (including issue of new Topco Shares to investors) Brickworks Scheme Shareholders issued Topco Shares under the Brickworks Share Scheme	Monday, 22 September 2025
<b>Implementation Date</b> Transfer of Brickworks Shares to Subco under the Share Schemes	Tuesday, 23 September 2025
All dates following the date of the Brickworks Share Scheme Meeting are indicative only and, among other things, are subject to all necessary approvals from the Court, ASIC, ASX and any other relevant government agency, and any other conditions to the Combination having been satisfied or, if applicable, waived.	
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If the Brickworks Share Scheme is approved by Brickworks Shareholders today, the key events and the expected timing in relation to the approval and implementation of the Brickworks Share Scheme are set out in the timetable shown on the current slide.

The Second Court Hearing to approve the Brickworks Share Scheme is scheduled for Friday, 12 September 2025. If the Brickworks Share Scheme is approved by the Court, lodgement of the Court order with ASIC and the last trading day in Brickworks Shares on the ASX is expected to occur on Monday, 15 September 2025. Topco Shares are expected to commence trading on the ASX on a deferred settlement basis from Tuesday, 16 September 2025, being the day after Topco is expected to be admitted to the official list of the ASX.

If the Brickworks Share Scheme is approved, it is expected to be implemented on Tuesday, 23 September 2025. If the Brickworks Share Scheme is Implemented (and you are not an Ineligible Foreign Shareholder), you will receive your Brickworks Share Scheme Consideration on the day prior to the Implementation Date.

If the outstanding conditions precedent including Brickworks Shareholder and Court approval are not satisfied, the Brickworks Share Scheme will not proceed and Brickworks will continue to be listed on the ASX.

# Brickworks Share Scheme Resolution

## Section 3

BRICKWORKS



We will now move to the formal business of this meeting.

## Brickworks Share Scheme Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act:*

- (a) the members agree to and approve the scheme of arrangement proposed between Brickworks Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Combination Booklet accompanying the notice convening this scheme meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) (BKW Share Scheme); and*
- (b) the board of Brickworks Limited is authorised to implement the BKW Share Scheme with any such alterations or conditions.”*

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We have one item of business to be considered today, namely the Brickworks Share Scheme Resolution, as set out in the Notice of Brickworks Share Scheme Meeting included at Annexure E of the Combination Booklet and shown on the current slide:

*“That, pursuant to and in accordance with section 411 of the Corporations Act:*

- (a) the members agree to and approve the scheme of arrangement proposed between Brickworks Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Combination Booklet accompanying the notice convening this scheme meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) (BKW Share Scheme); and*
- (b) the board of Brickworks Limited is authorised to implement the BKW Share Scheme with any such alterations or conditions.”*

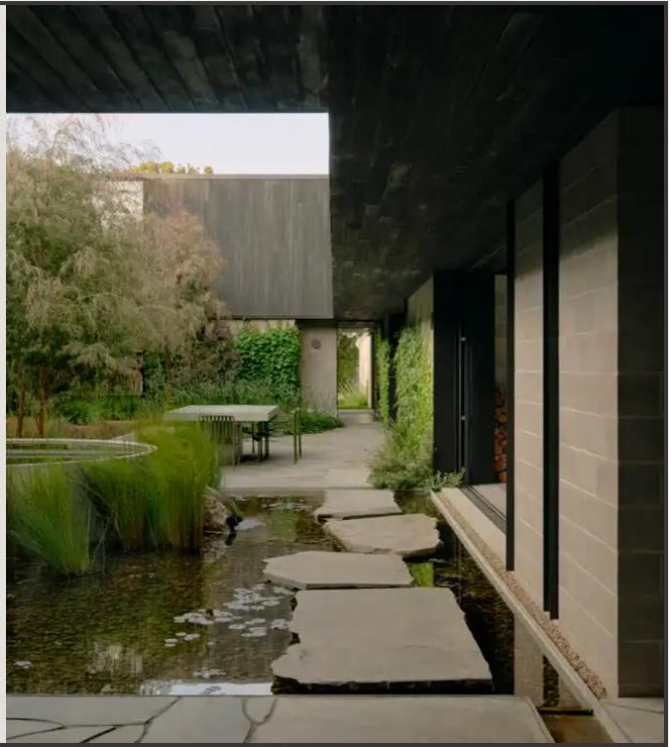
For the Brickworks Share Scheme to be binding, in addition to the satisfaction or waiver of all other conditions precedent, the Brickworks Share Scheme Resolution must be approved by the following Required Majorities of Brickworks Shareholders:

- unless the Court orders otherwise, a majority in number (more than 50%) of the BKW Shareholders present and voting at the Scheme Meeting (whether in person, or by proxy, attorney or, in the case of corporate BKW Shareholders, by corporate representative); and
- at least 75% of the total number of votes cast on the resolution at the Scheme Meeting by BKW Shareholders present and voting (whether in person, or by proxy, attorney or, in the case of corporate BKW Shareholders, by corporate representative).

# Questions

## Section 4

BRICKWORKS



I would now like to open the meeting to questions in relation to the proposed Brickworks Share Scheme. I will address any questions received from Brickworks Shareholders and their attorneys, proxies and authorised corporate representatives regarding the Brickworks Share Scheme or the Brickworks Share Scheme Resolution.

Firstly, I will address any written questions that were submitted prior to this meeting.

I will now move on to any questions from Brickworks Shareholders and their attorneys, proxies and authorised corporate representatives who are in attendance today. Are there any questions from the floor?

I will now answer the written questions that have been received via the online platform over the course of this meeting.

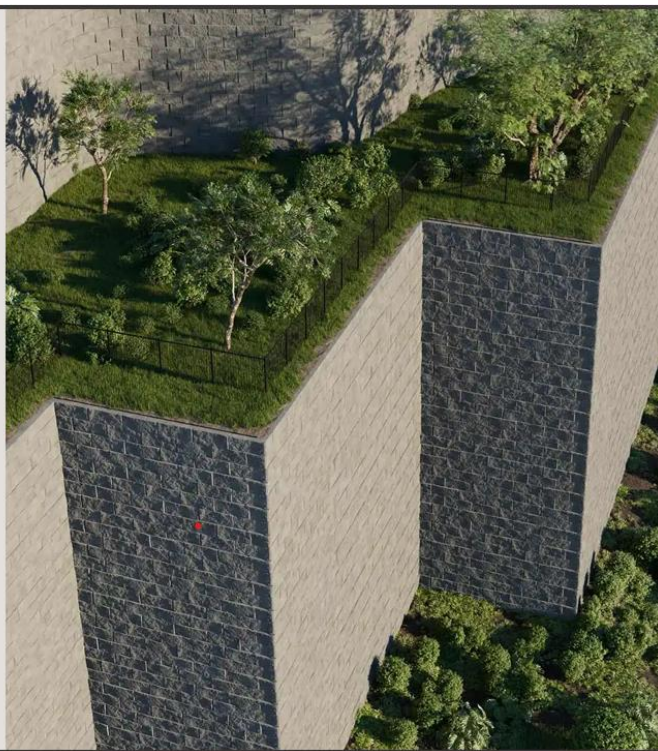
Before I close the floor to questions, are there any final questions today?



# Voting on the Brickworks Share Scheme Resolution

Section 5

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I will now display on the current slide the proxies for the Brickworks Share Scheme Resolution received prior to this meeting.

## Voting on the Brickworks Share Scheme Resolution – valid proxy results

PROXY VOTE DIRECTION	NUMBER OF VOTES CAST	% OF VOTES CAST <sup>1</sup>	NUMBER OF BRICKWORKS SHAREHOLDERS VOTING BY PROXY	% OF BRICKWORKS SHAREHOLDERS VOTING BY PROXY <sup>3</sup>
IN FAVOUR	45,833,616	95.02%	3,703	89.92%
OPEN	1,820,026	3.77%	305	7.41%
AGAINST	580,396	1.20%	110	2.67%
TOTAL	48,234,038	100%	4,118	100%
ABSTAIN <sup>2</sup>	107,078		50	

### Required Majorities for Brickworks Share Scheme Resolution to be passed

- (a) unless the Court orders otherwise, a majority in number (more than 50%) of the BKW Shareholders present and voting at the Scheme Meeting; and  
 (b) at least 75% of the total number of votes cast on the resolution at the Scheme Meeting by BKW Shareholders present and voting.

1. Open proxies in favour of the Chair will be voted in favour of the BKW Share Scheme Resolution  
 2. Votes relating to a Brickworks Shareholder who abstains from voting are not counted in determining the Required Majorities  
 3. These figures have been rounded to two decimal places. As a result, the stated totals may not add up to one hundred percent.

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The valid proxy votes received in respect of the Brickworks Share Scheme Resolution prior to this meeting were:

- 45,833,616 votes in favour of the Brickworks Share Scheme Resolution from 3,703 Brickworks Shareholders;
- 1,820,026 undirected votes from 305 Brickworks Shareholders, which I will vote, as Chair, in favour of the Brickworks Share Scheme Resolution; and
- 580,396 votes against the Brickworks Share Scheme Resolution from 110 Brickworks Shareholders.

50 Brickworks Shareholders (representing 107,078 votes) who submitted valid proxies abstained from voting on the Brickworks Share Scheme Resolution and are accordingly not counted when determining whether the Brickworks Share Scheme Resolution has been approved by the Requisite Majorities of Brickworks Shareholders.

I now ask Brickworks Shareholders to cast their vote in relation to the Brickworks Share Scheme Resolution if you have not already done so, as voting will be closing shortly. Please use the DARK BLUE voting card. Representatives of Computershare are available in the room to collect your voting cards.

Would you please indicate by raising your hand if you require more time to complete your voting paper?

The final poll results will be released to the ASX and posted on Brickworks' website when they are available, which is expected to be later today.

# Closure of the Brickworks Share Scheme Meeting

Section 6

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I now declare the Brickworks Share Scheme Meeting closed, subject to the conduct and conclusion of the poll.

We will now move on to the General Meeting.

Thank you

**BRICKWORKS**

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*Please note that terms not defined in this document have the meaning given in the Combination Booklet dated 1 August 2025.<sup>1</sup>*

<sup>1</sup> For the purposes of the definitions in the Combination Booklet, any references to the word "Brickworks" in this document may also be read as references to "BKW" and any references to the words "Soul Patts" may also be read as references to "SOL".