



ANNUAL GENERAL MEETING

3 August 2023 (New York and Dublin) / 4 August 2023 (Sydney)



CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

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This Management Presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. James Hardie Industries plc (the “Company”) may from time to time make forward-looking statements in its periodic reports filed with or furnished to the Securities and Exchange Commission on Forms 20-F and 6-K, in its annual reports to shareholders, in media releases and other written materials and in oral statements made by the Company’s officers, directors or employees to analysts, institutional investors, representatives of the media and others. Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “aim,” “will,” “should,” “likely,” “continue,” “may,” “objective,” “outlook” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These forward-looking statements are based upon management’s current expectations, estimates, assumptions and beliefs concerning future events and conditions. Readers are cautioned not to place undue reliance on any forward-looking statements.

Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are unforeseeable and beyond the Company’s control. Many factors could cause actual results, performance or achievements to be materially different from those expressed or implied in this Management Presentation, including, among others, the risks and uncertainties set forth in Section 3 “Risk Factors” in James Hardie’s Annual Report on Form 20-F for the year ended 31 March 2022; changes in general economic, political, governmental and business conditions globally and in the countries in which the Company does business, including the impact of COVID-19; changes in interest rates; changes in inflation rates; changes in exchange rates; the level of construction generally; changes in cement demand and prices; changes in raw material and energy prices; changes in business strategy and various other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. James Hardie assumes no obligation to update or correct the information contained in this Management Presentation except as required by law.

USE OF NON-GAAP FINANCIAL INFORMATION; AUSTRALIAN EQUIVALENT TERMINOLOGY

This Management Presentation includes financial measures that are not considered a measure of financial performance under generally accepted accounting principles in the United States (GAAP). These financial measures are designed to provide investors with an alternative method for assessing our performance from on-going operations, capital efficiency and profit generation. Management uses these financial measures for the same purposes.

These financial measures are or may be non-GAAP financial measures as defined in the rules of the U.S. Securities and Exchange Commission and may exclude or include amounts that are included or excluded, as applicable, in the calculation of the most directly comparable financial measures calculated in accordance with GAAP. These non-GAAP financial measures should not be considered to be more meaningful than the equivalent GAAP measure. Management has included such measures to provide investors with an alternative method for assessing its operating results in a manner that is focused on the performance of its ongoing operations and excludes the impact of certain legacy items, such as asbestos adjustments. Additionally, management uses such non-GAAP financial measures for the same purposes. However, these non-GAAP financial measures are not prepared in accordance with GAAP, may not be reported by all of the Company’s competitors and may not be directly comparable to similarly titled measures of the Company’s competitors due to potential differences in the exact method of calculation. For additional information regarding the non-GAAP financial measures presented in this Management Presentation, including a reconciliation of each non-GAAP financial measure to the equivalent GAAP measure, see the slide titled “Non-GAAP Financial Measures” included in the Appendix to this Management Presentation.

In addition, this Management Presentation includes financial measures and descriptions that are considered to not be in accordance with GAAP, but which are consistent with financial measures reported by Australian companies, such as operating profit, EBIT and EBIT margin. Since the Company prepares its Consolidated Financial Statements in accordance with GAAP, the Company provides investors with definitions and a cross-reference from the non-GAAP financial measure used in this Management Presentation to the equivalent GAAP financial measure used in the Company’s Consolidated Financial Statements. See the section titled “Non-GAAP Financial Measures” included in the Appendix to this Management Presentation.



ANNUAL GENERAL MEETING – CHAIRPERSON'S ADDRESS

Anne Lloyd, Chairperson





ANNUAL GENERAL MEETING – ITEMS OF BUSINESS*

**Shareholders should refer to the Notice of Annual General Meeting 2023 for the full text and background to each resolution set forth in the presentation*



RESOLUTION 1:

Financial Statements and Reports for Fiscal Year 2023

- To receive and consider the financial statements and the reports of the Board and external auditor for the fiscal year ended 31 March 2023

RESOLUTION 1:

Financial Statements and Reports for Fiscal Year 2023

PROXY RESULTS:	Votes	%*
For	337,080,190	99.90
Against	28,280	0.01
Open**	313,382	0.09
Abstain	3,571,138	N/A
Excluded	0	N/A

** Percentages have been rounded*

*** 'Open' means the proxy could vote on the resolution in their discretion*

RESOLUTION 2:

Remuneration Report for Fiscal Year 2023

- To receive and consider the Remuneration Report of the Company for the fiscal year ended 31 March 2023

RESOLUTION 2:

Remuneration Report for Fiscal Year 2023

PROXY RESULTS:	Votes	%*
For	301,207,013	88.83
Against	37,570,843	11.08
Open**	307,022	0.09
Abstain	1,908,111	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 3:

Election/Re-election of Directors

- a. That Renee Peterson be elected as a director
- b. That Nigel Stein be elected as a director
- c. That Harold Wiens be re-elected as a director

RESOLUTION 3(a):

Election of Director – Renee Peterson

PROXY RESULTS:	Votes	%*
For	340,314,092	99.85
Against	205,996	0.06
Open**	320,125	0.09
Abstain	152,775	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 3(b): Election of Director – Nigel Stein

PROXY RESULTS:	Votes	%*
For	296,910,511	87.11
Against	43,615,374	12.80
Open**	313,779	0.09
Abstain	153,323	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 3(c):

Re-election of Director – Harold Wiens

PROXY RESULTS:	Votes	%*
For	339,608,942	99.64
Against	908,343	0.27
Open**	325,778	0.09
Abstain	149,923	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 4:

Authority to Fix the External Auditor's Remuneration

- That the Board be authorised to fix the remuneration of the external auditor for the fiscal year ended 31 March 2024

RESOLUTION 4:

Authority to Fix the External Auditor's Remuneration

PROXY RESULTS:	Votes	%*
For	338,971,061	99.45
Against	1,555,367	0.46
Open**	317,377	0.09
Abstain	149,180	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 5:

Grant of Return on Capital Employed Restricted Stock Units

- Approve the grant of Return on Capital Employed (ROCE) Restricted Stock Units (RSUs) under the terms of the restated 2006 LTIP to James Hardie's Director and Chief Executive Officer, Aaron Erter

RESOLUTION 5:

Grant of Return on Capital Employed Restricted Stock Units

PROXY RESULTS:	Votes	%*
For	305,408,294	89.59
Against	35,164,299	10.32
Open**	313,849	0.09
Abstain	106,542	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 6:

Grant of Relative Total Shareholder Return RSUs

- Approve the grant of Relative Total Shareholder Return (TSR) RSUs to James Hardie's Director and Chief Executive Officer, Aaron Erter

RESOLUTION 6:

Grant of Relative TSR RSUs

PROXY RESULTS:	Votes	%*
For	312,802,357	91.76
Against	27,770,236	8.15
Open**	313,848	0.09
Abstain	106,542	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 7:

Renewal of the James Hardie 2020 Non-Executive Director Equity Plan and Issue of Shares thereunder

- Renewal and approval of the James Hardie 2020 Non-Executive Director Equity Plan (Plan) and the issue of shares to non-executive directors under the Plan.

RESOLUTION 7:

Renewal of the James Hardie 2020 Non-Executive Director Equity Plan and Issue of Shares thereunder

PROXY RESULTS:	Votes	%*
For	330,304,355	96.89
Against	10,288,060	3.02
Open**	307,012	0.09
Abstain	93,555	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 8:

Renewal of authority for directors to allot and issue James Hardie shares

- Approval of the renewal of the Board's authority to allot and issue shares for an additional period, commencing upon the expiry of the current authority on 7 August 2024 and expiring on 7 August 2029

RESOLUTION 8:

Renewal of authority for directors to allot and issue James Hardie shares

PROXY RESULTS:	Votes	%*
For	319,685,107	93.78
Against	20,901,600	6.13
Open**	313,956	0.09
Abstain	92,318	N/A
Excluded	0	N/A

** Percentages have been rounded*

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RESOLUTION 9:

Renewal of authority for directors to issue James Hardie shares for cash without first offering shares to existing shareholders

- Approval of the renewal of the Board's authority to issue shares for cash consideration without first offering them to existing shareholders for an additional period, to expire on 7 August 2029

RESOLUTION 9:

Renewal of authority for directors to issue James Hardie shares for cash without first offering shares to existing shareholders

PROXY RESULTS:	Votes	%*
For	317,126,294	93.03
Against	23,468,443	6.88
Open**	307,012	0.09
Abstain	91,231	N/A
Excluded	0	N/A

** Percentages have been rounded*

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ANNUAL GENERAL MEETING – OTHER ITEMS OF BUSINESS



ANNUAL GENERAL MEETING