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09 October 2025

Response to Glass Lewis Proxy Advisor Report

Dear Shareholder,

We are reaching out to share our strong disagreement with the recommendations outlined in the Glass Lewis (**GL**) report published on October 7, 2025, for the Annual Meeting of James Hardie Industries plc (**JHX** or the **Company**) (the **Annual Meeting**) scheduled for October 29, 2025 (in the US) and October 30, 2025 (in Australia).

Our Board and leadership team have engaged extensively with our shareholders and we understand that investors take their right to vote at shareholder meetings seriously. We recognise that you will consider a range of matters and inputs when making your final voting decisions. We urge our shareholders to vote for all six of our highly qualified nominees, and in favour of the other resolutions the Company has put forward at the upcoming Annual General Meeting.

As such, JHX would like to offer the following perspectives related to the following resolutions:

- **Resolution 2:** 2025 Remuneration Report;
- **Resolutions 3a and 3c-3f:** elections of Gary Hendrickson and Howard Heckes and the re-elections of Peter-John (PJ) Davis, Anne Lloyd and Rada Rodriguez;
- **Resolution 5:** grant of Return on Capital Employed (**ROCE**) Long-Term Incentive (**LTI**) Restricted Stock Units (**RSUs**) to the CEO; and
- **Resolution 8:** increase in the Non-Executive Director (**NED**) fee cap.

Resolutions 3a and 3c-3f: Director Elections and Re-Elections

The JHX independent Board members understand the importance of their roles as stewards for our shareholders, promoting and protecting long-term shareholder value and overseeing strong strategic execution, sound risk management and constructive challenge; all essential for guiding a complex, multi-jurisdictional business.

Following the completion of the AZEK transaction earlier this year, the Board has actively and extensively engaged with shareholders to discuss the significant material conversion opportunities and above-market long-term growth potential it creates, as well as JHX's FY2025 performance. The Company remains focused on delivering a successful integration of the AZEK transaction to realise a cost synergy opportunity of US$125 million by the end of FY2028 and to achieve over US$500 million in commercial synergies over the next five years.

The full Board remains confident in the long-term shareholder value potential to be realised from the AZEK transaction, creating a leading provider of exterior home and outdoor living solutions.

All of the nominees who stand for election or re-election at this year's Annual Meeting bring complementary skills across finance, strategy and operations in global manufacturing and materials businesses. During the tenure of Mr. Davis, Ms. Lloyd and Ms. Rodriguez, JHX has materially expanded operations and delivered sector-leading revenue growth and margin performance, more than doubling EBITDA from FY18 to FY25. Messrs Hendrickson and Heckes bring valuable understanding of AZEK's strategy, operations and growth opportunities to ensure effective oversight of the integration efforts as we work to realise our synergy goals. At this pivotal stage of AZEK integration, significant changes to the Board risk disrupting momentum and diluting these critical capabilities. This risk is heightened by the ongoing renewal process, which already includes the addition of three new directors as part of the AZEK transaction.

Regarding Messrs. Hendrickson and Heckes, Glass Lewis's concern centres on their prior employment at Valspar during a period that overlapped with Mr. Erter's tenure. The Board finds Glass Lewis's assumptions to be groundless and disagrees with that assessment of their independence for the following reasons:

- The prior employment overlap at Valspar ended in 2017, more than eight years ago. This period extends well beyond commonly referenced "cooling-off" periods in leading governance frameworks.
- There are no current or recent reporting lines, financial interlocks or other relationships that could impair independent judgement.
- Both directors have since held separate senior roles and have been assessed and determined to be independent under the Company's independence framework (as well as pursuant to the requirements of the ASX and the NYSE). Neither director has overlapped with Mr. Erter or other members of the Company's management team since 2017, and their most recent experience with Mr. Erter has been as counterparties during the AZEK transaction.
- Since their appointment, each has demonstrated a track record of independent and constructive thinking, applying deep industry expertise to oversee the AZEK integration and JHX's broader strategy.

On this basis, the Board believes that Messrs. Hendrickson and Heckes are independent and effective in providing impartial oversight. In addition, both Mr. Hendrickson and Mr. Heckes are former CEOs with highly relevant industry experience and strong track records of value creation and responsiveness to shareholder interests. Mr. Hendrickson is a long-time consumer and manufacturing industry veteran with global leadership experience, including from his time as the CEO of Valspar and from his prior board experience at AZEK (where he was the board chair), Waters Corporation and Polaris Industries. Mr. Heckes has substantial consumer brand and business operating experience, as well as a long track record of value creation, based on his prior experience as the CEO of Masonite International and his time on the boards of AZEK and Masonite. In short, Messrs. Hendrickson and Heckes are ideal candidates, with qualities and qualifications that will be difficult to replace or replicate, and that certainly outweigh any concern over a 8+ year-old relationship with a then-subordinate.

The Company appreciates the value of ongoing board refreshment, which is reflected by the addition of three new directors from AZEK. Reducing the pool of industry expertise and experience, including removing 2/3 of the AZEK representatives based on a nearly decade-old overlap at an unrelated third company, would handicap the ability for the Board to maintain the Company's momentum by diluting its critical capabilities, which could be particularly harmful at this pivotal stage of AZEK integration.

We encourage decisions to be made with regard to the Company's operating context and to sound, orderly succession planning. The Board remains firm in the view that each of the director nominees seeking election or re-election contribute valuable skills, experience and leadership to the JHX Board that further its critical oversight of our shareholder value creating strategy during this transformational time.

Resolutions 2 & 5: 2025 Remuneration Report & ROCE RSU Grant

In recommending against the Remuneration Report and ROCE RSU Grant to the CEO, GL has raised concerns with the FY2025 ROCE LTI hurdles, the proportion of cash to equity of the CEO's remuneration package and its alignment to the CEO's minimum shareholding requirements, STI disclosure, and perceived misalignment between the CEO's FY2025 STI outcome and JHX's performance.

Our remuneration philosophy is designed to enable James Hardie to attract, incentivise and retain top executive talent while remaining competitive within the U.S. market. The Board remains mindful of the Company's ASX dual-listing and Australian shareholder base and strives to design remuneration practices that meet the expectations of both key markets. All of our Named Senior Officers, including our CEO, live in the U.S., and following the AZEK transaction, the U.S. market now accounts for approximately 80% of our total revenue.

Following the 2024 AGM, the Board proactively engaged with shareholders and proxy advisors to maintain its practice of evolving remuneration practices based on shareholder priorities. As outlined in the Supplementary Presentation released to the market on 2 October 2025, in response to shareholder preferences, we adopted several changes as reflected in the design of the FY2026 LTI plan, including:

- **Increased the weighting of ROCE and rTSR components to 33% each** in response to shareholder feedback to enhance alignment with shareholder returns and financial performance;
- **Lowered the maximum payout opportunity from 250% to 233%**, as a result of the reallocation of the weightings across the long-term incentive plan components;
- **Updated the Scorecard to more quantitative metrics and performance hurdles** in response to shareholder preference for greater transparency and reduced discretion in assessing Scorecard performance; and
- **Changed the peer group for the rTSR RSU to the S&P 500 Index** comparison to incentivise outperformance relative to a more rigorous market benchmark, with the target hurdle maintained at the 60th percentile, well above the peer group standard for similar metric.

In addition to these changes, which strengthen the rigour of the LTI framework, Mr. Erter's FY2026 target remuneration remains unchanged across both short-term and long-term target opportunities. The Board firmly believes these adjustments further align remuneration with JHX's long-term strategy and appropriately incentivise sustainable value creation.

Rigour of FY2025 ROCE LTI Hurdles

The Board reiterates its historical receptiveness to shareholder feedback on our ROCE hurdles, including the enhancements made in FY2025 to raise both threshold and maximum vesting levels. The ROCE hurdles for the FY2026-2028 performance period maintain the same components and level of rigour as in the prior year, and reflect the projected combined organisation. In setting targets, the Board has also accounted for recent capital investments, including the short-term downward ROCE impact of the AZEK acquisition, as calculated on a preliminary basis without availability of the full year results for the combined company. Acquisition costs, such as the step up of AZEK's Property, Plant and Equipment, are recorded upfront, with the full benefit of synergies and anticipated EBIT growth and capital efficiency to be reflected in subsequent years after FY2026. The capital employed represents total assets minus current liabilities. This consistent definition excludes both debt and the asset of intangible goodwill. ROCE is meant to focus on the adjusted EBIT delivered from capital employed – a better metric for what operating management can control.

While absolute targets are lower than in the prior year, this does not reduce the difficulty of achievement given the timing and accounting effects described above, an important consideration not fully captured in GL's commentary. Finally, to ensure outcomes remain aligned with shareholder experience over the performance period, the Board retains full downward discretion for these awards.

Remuneration Mix & Minimum Shareholding Requirements

As outlined above, JHX's remuneration framework is designed to compete for U.S.-based talent while remaining aligned with expectations of ASX-listed companies. Of Mr Erter's total opportunity, 87% is at risk, with over 71% of target value tied to our share price performance, in addition to pre-set performance metrics, providing a meaningful and direct alignment with shareholder outcomes.

In its analysis, GL does not appear to have considered that since Mr Erter's appointment in 2022, only one equity-based LTI tranche has vested based on performance, reflecting the challenging performance conditions, but also limiting his ability to build an in-role shareholding via vesting. Additionally, US$12.4 million of Mr Erter's equity compensation remains unvested and not counted toward share ownership, subject to achieving rigorous performance targets and our share price performance.

FY2025 STI disclosure and outcomes

The Board understands the role of disclosure in providing investors with a line of sight and have sought to provide sufficient disclosure to enable shareholders to understand the alignment between remuneration outcomes and performance. However, as targets are commercially sensitive and built upon year-by-year, these are considered commercially sensitive, and their disclosure could pose competitive harm. Accordingly, retrospective disclosure across both the Company Performance and Individual Performance Plans is not considered appropriate at this time. The Board will continue to review its approach to remuneration disclosure in response to stakeholder feedback, including as it has done with LTI Scorecard disclosure enhancements described above.

In determining incentive plan outcomes, the Board has carefully undertaken a holistic assessment of both Company and individual performance and firmly believe outcomes reflect strong alignment with shareholder experience. In FY2025, despite strong EBIT margin performance, including record performance in APAC, and record net sales in Europe, Mr. Erter's realisable pay represented more than a 10% decline compared to target pay for the year, which reflected a 38% decrease in his Short-Term Incentive (**STI**) payout and forfeiture of FY2023-2025 relative TSR RSUs, underscoring the Board's commitment to paying for performance.

Resolution 8: Increase in NED fee cap

GL has also recommended against the increase to the NED fee cap based on FY2026 fee estimates. As provided in the Notice of Meeting, NEDs who are residents outside of Ireland may receive supplemental remuneration depending on their country of residence, if Irish income taxes levied on their compensation exceed net income taxes owed on such compensation in their country of tax residence (assuming it had been derived solely in their country of tax residence). This long-standing policy is also outlined in JHX's 2025 Annual Report, and NEDs who have received such supplementary remuneration have been clearly disclosed on page 63 of the 2025 Annual Report. Such remuneration practices enable JHX to attract and retain appropriately qualified international NEDs. The Board considers the proposed cap prudent and necessary to provide multi-year headroom given:

- The increase in the number of NEDs
- Integration and transformation workload from the AZEK transaction, which materially increases director time commitments over several years;
- Multi-jurisdictional complexity across Ireland, the U.S. and Australia, requiring deeper expertise in differing regulatory, legal and stakeholder environments;
- A regulatory step-up (including climate reporting, cyber resilience, and assurance) that has expanded committee agendas and meeting cadence; and
- The need to attract and retain globally competitive talent, particularly directors with North American building-materials, large-scale manufacturing, technology and climate expertise, in a market where director risk and liability profiles have increased.

The cap is an upper limit, not an automatic spend. Actual fees will continue to be set by the Board following independent market benchmarking against relevant ASX and U.S. peers, disclosed annually, and calibrated to role, responsibility and workload.

Conclusion

The Board remains focused on its core role of acting in the best interests of shareholders as we continue to realise our strategy of being homeowner focused, customer and contractor driven. For the reasons set out above and in the Notice of Meeting, **the Board encourages shareholders to vote "FOR" all Resolutions** put to shareholders at our 2025 AGM.

Should you have any further questions in relation to these resolutions or any other proposals on this year's voting ballot, please contact Luke Thrum, Director, Investor Relations, at +61 447 894 834 or Luke.Thrum@jameshardie.com.au for APAC or Joe Ahlersmeyer, Vice President, Investor Relations, at +1 773-970-1213 or Joe.Ahlersmeyer@jameshardie.com, for the U.S.

Thank you for your continued support and we look forward to engaging with you.

Sincerely,

Anne H Lloyd

Anne Lloyd
Independent Non-Executive Chair