

12 June 2024

Independent Adbri Shareholders vote in favour of Scheme of Arrangement

Adbri Limited (**ASX: ABC**) (**Adbri**) refers to the proposed acquisition by CRH ANZ Pty Ltd (**CRH**) of all issued shares in Adbri that Barro Group Pty Ltd and its associates (**Barro Group**) do not own, by way of a scheme of arrangement (**Scheme**).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Adbri advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Meeting included in the Scheme Booklet dated 3 May 2024, was passed by the requisite majorities of Independent Adbri Shareholders at the Scheme Meeting held earlier today pursuant to orders made on 3 May 2024 by the Supreme Court of New South Wales (**Court**).

In summary:

- 82.73% of Independent Adbri Shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 97.54% of the votes cast by Independent Adbri Shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in attachment to this announcement.

Adbri's Lead Independent Director and Chair of its Independent Board Committee, Samantha Hogg, said: "The Independent Board Committee is pleased with the outcome of today's Scheme Meeting and with Independent Adbri Shareholders voting to approve the Scheme. This is a strong endorsement from shareholders on the compelling value realised through the transaction and for the next chapter of Adbri.

Once the Scheme is implemented, Adbri will be part of a global building materials business. A combined CRH and Adbri will bring growth opportunities, new talent and innovation to continue to strengthen Adbri's product offering in Australia. I extend my thanks on behalf of Adbri to all our shareholders for their support of Adbri throughout its long history, as well as our employees, partners, customers and suppliers."

Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9.15am (Sydney Time) on 14 June 2024, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Adbri proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) (expected to occur on 17 June 2024) at which time the Scheme will become effective. It is expected that Adbri Shares will be suspended from trading on the ASX from close of trading on 17 June 2024 and the Scheme will then be implemented on 1 July 2024.

The key dates for implementation of the Scheme are set out below*:

Event	Expected Date
Second Court Date	14 June 2024
Effective Date Court orders lodged with ASIC and announcement to ASX Last day of trading of Adbri Shares – Adbri Shares suspended from trading on ASX from close of trading	17 June 2024
Scheme Record Date For determining entitlements to Scheme Consideration	7.00pm (Sydney time) on 21 June 2024
Implementation Date Date on which Scheme Consideration of \$3.20 per share will be paid in accordance with the Scheme	1 July 2024

*All times and dates in the above timetable are references to the time and date in Sydney, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by Adbri to the ASX.

-ENDS-

Authorised for release by the Adbri Independent Board Committee.

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Adbri Limited and the holders of its ordinary shares (other than the Excluded Shareholders), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Adbri Limited and CRH ANZ Pty Ltd agree.	177,854,676 96.70%	4,411,448 2.40%	1,656,255 0.90%	50,033	179,976,930 97.54%	4,537,483 2.46%	50,033	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					1,284 82.73%	268 17.27%	15	

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

A person who abstains from voting is not counted in calculating the required majority on the poll.