

# Section 2

## Frequently asked questions



## 2 Frequently asked questions

This section 2 answers some frequently asked questions relating to the Scheme. It is not intended to address all relevant issues for CSR Shareholders. This section 2 should be read together with all other parts of this Scheme Booklet.

Question	Answer	More information
<b>Overview of the Scheme</b>		
<b>Why have I received this Scheme Booklet?</b>	This Scheme Booklet has been provided to you because you are a CSR Shareholder and you are being asked to vote on the Scheme. This Scheme Booklet is intended to help you to consider and decide on how to vote on the Scheme at the Scheme Meeting.	Section 4
<b>What is the Scheme?</b>	<p>The Scheme is a scheme of arrangement between CSR and the Scheme Shareholders.</p> <p>A “scheme of arrangement” is a statutory procedure in the Corporations Act that is commonly used in transactions in Australia that may result in a change of ownership or control of a company. In addition to requiring Court approval, schemes of arrangement require a shareholder vote in favour of a resolution to implement the scheme of arrangement by the Requisite Majorities.</p> <p>If the Scheme becomes Effective, Saint-Gobain Sub will acquire all of the Scheme Shares for the Scheme Consideration. CSR will be delisted from the ASX and become an indirect wholly-owned subsidiary of Saint-Gobain.</p>	Section 4 and Annexure 2
<b>Who is Saint-Gobain?</b>	<p>Saint-Gobain is a worldwide supplier of light and sustainable construction materials and services. Saint-Gobain designs, manufactures and distributes materials and services for the construction and industrial sectors. Its integrated solutions for the renovation of public and private buildings, light construction, and the decarbonisation of construction and industry are developed through a continuous innovation process and provide sustainability and performance, in line with its purpose “Making the world a better home”.</p> <p>Headquartered in Paris, Saint-Gobain is listed on Euronext Paris (EPA: SGO) and as at the Last Practicable Date has a market capitalisation of approximately EUR 35.27 billion.</p>	Section 6
<b>Who is Saint-Gobain Sub?</b>	Saint-Gobain Sub is an Australian proprietary company incorporated on 11 April 2024 for the purpose of acquiring the CSR Shares pursuant to the terms of the Scheme. Saint-Gobain Sub is a direct wholly-owned subsidiary of Saint Gobain HoldCo Pty Ltd which is in turn an indirect wholly-owned subsidiary of Saint-Gobain.	Section 6
<b>Does Saint-Gobain currently hold any CSR Shares?</b>	As at the date of this Scheme Booklet, no Saint-Gobain Group Member is the registered holder of any CSR Shares. Saint-Gobain and/or its associates do not currently have a Relevant Interest or voting power in any CSR Shares.	Section 6

Question	Answer	More information
<b>Recommendations and intentions</b>		
<b>What do the CSR Directors recommend?</b>	<p>The CSR Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is fair and reasonable and in the best interest of CSR Shareholders.</p> <p>The reasons for this recommendation and other relevant considerations are set out in section 1 of this Scheme Booklet.</p> <p>The interests of the CSR Directors in CSR Shares, including the interests of Julie Coates, Managing Director and CEO of CSR, are set out in section 9.1 of this Scheme Booklet. You should have regard to these interests when considering how to vote on the Transaction.<sup>1</sup></p> <p>The CSR Directors encourage that you seek independent legal, financial, taxation or other appropriate professional advice.</p>	Letter from the Chair of the CSR Board
<b>What are the intentions of the CSR Directors?</b>	<p>Each CSR Director intends to vote, or procure the voting of, any CSR Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme at the Scheme Meeting in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is fair and reasonable and in the best interest of CSR Shareholders.</p>	Letter from the Chair of the CSR Board and section 1.2(b)
<b>What is the conclusion of the Independent Expert?</b>	<p>The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interest of CSR Shareholders, in the absence of a superior proposal. You should also read the Independent Expert's Report which is contained in Annexure 1, carefully and in its entirety.</p> <p>The Independent Expert has assessed the full underlying value of CSR at between \$8.25 and \$9.26 per CSR Share. The Transaction Consideration of \$9.00 cash per CSR Share is within the top third of this range.</p>	Annexure 1

1 The CSR Board (excluding Julie Coates) currently intends, subject to the Scheme becoming Effective and the exercise of the CSR Board's discretion, to treat the CSR Equity Incentives held by Julie Coates, the Managing Director and CEO of CSR as follows (as set out in section 9.2 of this Scheme Booklet): determine the early vesting of 905,155 unvested CSR Performance Rights and release of restrictions on 43,440 CSR Restricted Shares. Ms Coates will receive approximately \$8,537,355 in connection with the early vesting of her unvested CSR Performance Rights and the early release of restrictions on her CSR Restricted Shares if the Scheme is implemented. Additionally, as set out in section 9.1, as at the Last Practicable Date, Ms Coates also holds 805,928 CSR Shares without restriction for which Ms Coates will receive \$7,253,352 based on the Transaction Consideration of \$9.00 per CSR Share if the Scheme is implemented.

Despite this interest in the outcome of the Scheme, Ms Coates considers that, given the importance of the Scheme and her role as Managing Director and CEO, it is important for her to provide a recommendation to CSR Shareholders in relation to the Scheme. Additionally, the CSR Board (excluding Ms Coates) also considered that it is appropriate for Ms Coates to make a recommendation on the Scheme given her role.

## 2 Frequently asked questions continued

Question	Answer	More information
<b>Overview of the Transaction Consideration</b>		
<b>What is the Transaction Consideration?</b>	<p><b>Transaction Consideration</b></p> <p>The Transaction Consideration is \$9.00 cash per CSR Share.</p> <p>If the Scheme is implemented, and provided you hold CSR Shares on both the Scheme Record Date and the CSR Permitted Dividend Record Date, in total, you will receive the Transaction Consideration of \$9.00 cash per CSR Share.</p> <p><b>Scheme Consideration and CSR Permitted Dividend</b></p> <p>The Scheme Consideration is equal to an amount of \$9.00 cash per CSR Share for each CSR Share held as at the Scheme Record Date, reduced by the amount of any CSR Permitted Dividend.</p> <p>The CSR Board, having regard to the franking credits available to CSR, currently intends to determine to pay a fully franked CSR Permitted Dividend of \$0.12 cash per CSR Share prior to implementation of the Scheme, conditional on the Scheme becoming Effective.<sup>2</sup></p> <p>If the intended CSR Permitted Dividend of \$0.12 cash per CSR Share is paid, the Transaction Consideration of \$9.00 cash per CSR Share would comprise:</p> <ul style="list-style-type: none"><li>• the Scheme Consideration of \$8.88 cash per CSR Share; and</li><li>• the CSR Permitted Dividend of \$0.12 cash per CSR Share.</li></ul> <p>If the CSR Board determines to pay any CSR Permitted Dividend, this will be communicated to CSR Shareholders by way of an ASX announcement before the Scheme Meeting.</p> <p>The CSR Permitted Dividend will be fully franked and the franking credits will represent additional value to those CSR Shareholders who are able to realise a tax benefit from those franking credits and who are CSR Shareholders on the CSR Permitted Dividend Record Date.</p> <p>CSR Shareholders should seek independent professional taxation advice in relation to their particular tax circumstances and the value of any franking credits.<sup>3</sup></p> <p><b>Additional Consideration Amount</b></p> <p>If the Effective Date for the Scheme occurs after 26 June 2024, on implementation of the Scheme, CSR Shareholders will also be entitled to receive the Additional Consideration Amount per CSR Share held as at the Scheme Record Date.<sup>4</sup> The Additional Consideration Amount would be in addition to the Transaction Consideration described above.</p> <p>Please note that under the proposed timetable for the Scheme set out in this Scheme Booklet, no Additional Consideration Amount will be payable as it is proposed that the Effective Date will be before 26 June 2024.</p> <p>See below for more details about the CSR Permitted Dividend and Additional Consideration Amount.</p>	Sections 4.2, 4.3 and 4.4

<sup>2</sup> As at the date of this Scheme Booklet, the CSR Board has not determined to pay any CSR Permitted Dividend.

<sup>3</sup> Please refer to section 8 of this Scheme Booklet for a general summary of the Australian taxation consequences of the Scheme for CSR Shareholders. However, section 8 of this Scheme Booklet is general in nature and CSR Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.

<sup>4</sup> Under the proposed timetable for the Scheme set out in this Scheme Booklet, no Additional Consideration Amount will be payable as it is proposed that the Effective Date will be before 26 June 2024.

**Overview of the Transaction Consideration continued**

**When and how will I receive my Transaction Consideration?**

**Transaction Consideration**

Section 4.5

If the Scheme becomes Effective (and the Effective Date for the Scheme occurs before 26 June 2024):<sup>5</sup>

- Scheme Shareholders will be sent the Scheme Consideration on the Implementation Date (currently expected to be 9 July 2024); and
- if the CSR Board determines to pay any CSR Permitted Dividend, CSR Shareholders on the CSR Share Register as at the CSR Permitted Dividend Record Date will be paid the CSR Permitted Dividend on the CSR Permitted Dividend Payment Date (currently intended to be 1 July 2024).

As such, if the CSR Board determines to pay any CSR Permitted Dividend, in order to receive the full amount of the Transaction Consideration of \$9.00 cash per CSR Share, you must hold such CSR Shares on both the Scheme Record Date and the CSR Permitted Dividend Record Date.

**Scheme Consideration**

Cheques will not be issued to Scheme Shareholders in Australia, New Zealand, or the United Kingdom.

Scheme Shareholders with a registered address in Australia, New Zealand, or the United Kingdom must nominate a valid bank account before the Scheme Record Date to receive the Scheme Consideration directly into their bank account. The Scheme Consideration will be paid in the local currency of the nominated bank account.

Scheme Shareholders in other jurisdictions who have not nominated a valid bank account, will have their Scheme Consideration sent by cheque in Australian dollars to their address shown on the CSR Share Register.

**CSR Permitted Dividend**

Cheques will not be issued to CSR Shareholders in Australia, New Zealand, or the United Kingdom.

CSR Shareholders with a registered address in Australia, New Zealand, or the United Kingdom must nominate a valid bank account before the CSR Permitted Dividend Record Date to receive the CSR Permitted Dividend directly into their bank account. The CSR Permitted Dividend will be paid in the local currency of the nominated bank account.

CSR Shareholders in other jurisdictions who have not nominated a valid bank account, will have their CSR Permitted Dividend sent by cheque in Australian dollars to their address shown on the CSR Share Register.

The Dividend Reinvestment Plan (DRP) will not operate for payment of the Scheme Consideration or CSR Permitted Dividend.

<sup>5</sup> If the Effective Date for the Scheme occurs after 26 June 2024, on implementation of the Scheme, CSR Shareholders will also be entitled to receive the Additional Consideration Amount per CSR Share held as at the Scheme Record Date. However, under the proposed timetable for the Scheme set out in this Scheme Booklet, no Additional Consideration Amount will be payable as it is proposed that the Effective Date will be before 26 June 2024.

## 2 Frequently asked questions continued

Question	Answer	More information
<b>Overview of the Transaction Consideration <small>continued</small></b>		
<b>How do I nominate a bank account or change my bank account details?</b>	You can nominate a bank account or update your bank account details on the website of the CSR Share Registry at <a href="http://www.investorcentre.com/au">www.investorcentre.com/au</a> . If you have already registered, log in using your User ID and password. If you have not previously registered, you will need your HIN/SRN to register. The new user registration process requires an account verification code to be mailed to your registered address as an additional layer of security to protect your holding. Please allow sufficient time for delivery of the verification code so that you can update your details before the relevant record date (the Scheme Record Date or the CSR Permitted Dividend Record Date (if the CSR Board determines to pay any CSR Permitted Dividend)).	Section 4.5
<b>Will I have to pay brokerage?</b>	You will not have to pay brokerage on the transfer of your CSR Shares to Saint-Gobain Sub under the Scheme.	Section 1.2(g)
<b>What are the Australian taxation implications of the Scheme?</b>	The Australian taxation implications of the Scheme will depend on your particular circumstances. Section 8 of this Scheme Booklet provides a general description of the Australian taxation consequences for Scheme Shareholders. You should seek independent professional taxation advice with respect to your particular circumstances.	Section 8

### CSR Permitted Dividend

<b>What is the CSR Permitted Dividend?</b>	<p>Under the terms of the Scheme Implementation Deed, the CSR Board is permitted to declare or determine to pay a fully franked CSR Permitted Dividend up to \$0.25 per CSR Share prior to implementation of the Scheme.</p> <p>The CSR Board, having regard to the franking credits available to CSR, currently intends to determine to pay a fully franked CSR Permitted Dividend of \$0.12 cash per CSR Share prior to implementation of the Scheme conditional on the Scheme becoming Effective.<sup>6</sup></p> <p>If the Scheme becomes Effective, the CSR Permitted Dividend would be paid on the CSR Permitted Dividend Payment Date in relation to each CSR Share held as at the CSR Permitted Dividend Record Date. Under the terms of the Scheme Implementation Deed, the CSR Permitted Dividend Payment Date (currently intended to be 1 July 2024) may be before the Scheme Record Date.</p>	Letter from the Chair of the CSR Board and section 4.3
--	---	--

<sup>6</sup> As at the date of this Scheme Booklet, the CSR Board has not determined to pay any CSR Permitted Dividend.

Question	Answer	More information
----------	--------	------------------

## CSR Permitted Dividend *continued*

<b>If the CSR Permitted Dividend is paid, how is the Transaction Consideration affected?</b>	<p>The CSR Board, having regard to the franking credits available to CSR, currently intends to determine to pay a fully franked CSR Permitted Dividend of \$0.12 cash per CSR Share prior to implementation of the Scheme conditional on the Scheme becoming Effective. However, as at the date of this Scheme Booklet, the CSR Board has not yet determined to pay any CSR Permitted Dividend.</p> <p>If the intended CSR Permitted Dividend of \$0.12 per CSR Share is paid, the Transaction Consideration of \$9.00 cash per CSR Share would comprise:</p> <ul style="list-style-type: none"> <li>• the Scheme Consideration of \$8.88 cash per CSR Share; and</li> <li>• the CSR Permitted Dividend of \$0.12 cash per CSR Share.</li> </ul> <p>Please note that, if the Effective Date for the Scheme occurs after 26 June 2024, on implementation of the Scheme, CSR Shareholders will also be entitled to receive the Additional Consideration Amount per CSR Share held as at the Scheme Record Date.<sup>7</sup> The Additional Consideration Amount would be in addition to the Transaction Consideration described above.</p>	Section 4.3
<b>When will the CSR Permitted Dividend be paid?</b>	<p>If the CSR Board determines to pay a CSR Permitted Dividend and the Scheme becomes Effective, the CSR Permitted Dividend will be paid on the CSR Permitted Dividend Payment Date (currently intended to be 1 July 2024) in relation to each CSR Share held by a CSR Shareholder as at the CSR Permitted Dividend Record Date (currently intended to be at 7.00pm (Sydney time) on 24 June 2024).</p> <p>It is important to note that, if any CSR Permitted Dividend is determined by the CSR Board, you will only receive the CSR Permitted Dividend if you hold CSR Shares at the CSR Permitted Record Date and if the Scheme becomes Effective.</p> <p>Please note that you will not be paid any CSR Permitted Dividend in respect of any CSR Shares you acquire after the CSR Permitted Dividend Ex Date (which is currently intended to be 21 June 2024).</p>	Sections 4.3 and 4.5
<b>If the CSR Permitted Dividend is paid, will the CSR Permitted Dividend be franked?</b>	<p>If the CSR Board determines to pay any CSR Permitted Dividend it must be fully franked under the terms of the Scheme Implementation Deed.</p> <p>If determined to be paid, the CSR Permitted Dividend will be fully franked and the franking credits will represent additional value to those CSR Shareholders who are able to realise a tax benefit from those franking credits and who are CSR Shareholders on the CSR Permitted Dividend Record Date.</p> <p>CSR Shareholders should seek independent professional taxation advice in relation to their particular tax circumstances and the value of any franking credits.<sup>8</sup></p>	Sections 4.3 and 8

<sup>7</sup> Under the proposed timetable for the Scheme set out in this Scheme Booklet, no Additional Consideration Amount will be payable as it is proposed that the Effective Date will be before 26 June 2024.

<sup>8</sup> Please refer to section 8 of this Scheme Booklet for a general summary of the Australian taxation consequences of the Scheme for CSR Shareholders. However, section 8 of this Scheme Booklet is general in nature and CSR Shareholders should consult with their own independent taxation advisers regarding the tax implications of the Scheme.



## 2 Frequently asked questions continued

Question	Answer	More information
<b>CSR Permitted Dividend</b> <small>continued</small>		
<b>When will I know if the CSR Board has determined to pay the CSR Permitted Dividend?</b>	<p>The decision on whether or not to determine to pay a CSR Permitted Dividend will be made by the CSR Board and depends upon a number of factors, including liquidity requirements, the availability of franking credits and the requirements of the Corporations Act.</p> <p>If the CSR Board determines to pay any CSR Permitted Dividend, this will be communicated to CSR Shareholders by way of an ASX announcement before the Scheme Meeting.</p>	Section 4.3
<b>Will I receive the CSR Permitted Dividend if the Scheme is not successful?</b>	<p>While the CSR Board has not determined to pay any CSR Permitted Dividend as at the date of this Scheme Booklet, the CSR Board, having regard to the franking credits available to CSR, currently intends to determine to pay a fully franked CSR Permitted Dividend of \$0.12 cash per CSR Share prior to implementation of the Scheme, conditional on the Scheme becoming Effective.</p> <p>Given any CSR Permitted Dividend is intended to be conditional on the Scheme becoming Effective, if the Scheme is not approved by the Requisite Majorities of CSR Shareholders or the Court, CSR Shareholders will not receive any CSR Permitted Dividend in respect of their CSR Shares.</p> <p>If the Scheme is not implemented and does not proceed, the CSR Board may determine to pay or declare and pay further dividends in the future. However, there is no certainty that the CSR Board will do so.</p>	Section 4.7
<b>Additional Consideration Amount</b>		
<b>What is the Additional Consideration Amount?</b>	<p>If the Effective Date for the Scheme is delayed beyond 26 June 2024, CSR Shareholders will receive the Additional Consideration Amount of \$0.0006575, accruing daily up until (and including) the Effective Date, per CSR Share held as at the Scheme Record Date.</p> <p>The Additional Consideration Amount would be in addition to the Transaction Consideration described above.</p>	Section 4.4
<b>Will the Additional Consideration Amount be payable under the proposed timetable?</b>	<p>Under the proposed timetable for the Scheme set out in this Scheme Booklet, no Additional Consideration Amount will be payable to CSR Shareholders in respect of their CSR Shares under the Scheme as it is proposed that the Effective Date will be before 26 June 2024.</p>	Section 4.4



Question	Answer	More information
----------	--------	------------------

### Additional Consideration Amount *continued*

<b>What if the Effective Date is delayed?</b>	<p>If the Scheme becomes Effective after the date that is four months from the date of the Scheme Implementation Deed (that is, after 26 June 2024), CSR Shareholders will receive the Additional Consideration Amount in respect of their CSR Shares held as at the Scheme Record Date in addition to the Transaction Consideration. The amount of the Additional Consideration Amount will be calculated in accordance with the formula above and will accrue daily up to the date that the Scheme becomes Effective.</p> <p>By way of example, if the Effective Date does not occur until 26 July 2024, the Additional Consideration Amount per CSR Share would be an amount equal to \$0.0006575 multiplied by 30 days after 26 June 2024 (that is, approximately \$0.02 per CSR Share in addition to the Transaction Consideration).</p>	Section 4.4
---	---	-------------

### Conditions to the Scheme

<b>Are there any conditions to the Scheme?</b>	<p>Yes. The outstanding conditions precedent to the Scheme are summarised in section 9.4(b) of this Scheme Booklet and set out in full in clause 3.1 of the Scheme Implementation Deed.</p> <p>As at the date of this Scheme Booklet, the CSR Directors are not aware of any reason why any condition to the Scheme will not be satisfied.</p>	Section 9.4(b)
--	--	----------------

<b>What is required for the Scheme to become Effective?</b>	<p>The Scheme will become Effective if:</p> <ul style="list-style-type: none"> <li>the Scheme is approved by the Requisite Majorities of CSR Shareholders at the Scheme Meeting to be held on 13 June 2024;</li> <li>the Court approves the Scheme at the Second Court Hearing; and</li> <li>all of the other Conditions Precedent to the Scheme are satisfied or waived (as applicable) (and the Conditions Precedent are summarised in section 9.4(b) of this Scheme Booklet).</li> </ul>	N/A
---	---	-----

<b>When and where will the Scheme Meeting be held?</b>	<p>The Scheme Meeting will be held at 9.00am (Sydney time) on 13 June 2024 at Herbert Smith Freehills, Level 34, 161 Castlereagh Street, Sydney NSW 2000 and through an online platform at <a href="https://meetnow.global/M64W5LG">https://meetnow.global/M64W5LG</a>.</p> <p>CSR Shareholders and their authorised proxies, attorneys and corporate representatives may attend and participate in the Scheme Meeting in person at Herbert Smith Freehills, Level 34, 161 Castlereagh Street, Sydney NSW 2000 or online via <a href="https://meetnow.global/M64W5LG">https://meetnow.global/M64W5LG</a>.</p> <p>CSR Shareholders who participate in the Scheme Meeting online via <a href="https://meetnow.global/M64W5LG">https://meetnow.global/M64W5LG</a> will be able to attend the Scheme Meeting, cast an online vote and ask questions online in real time.</p> <p>The Scheme Meeting may be postponed or adjourned, including if satisfaction of a Condition Precedent is delayed, pursuant to the terms of the Scheme Implementation Deed. Any such postponement or adjournment will be announced by CSR to the ASX (<a href="http://www.asx.com.au">www.asx.com.au</a>).</p>	Annexure 4
--	--	------------

## 2 Frequently asked questions continued

Question	Answer	More information
<b>Conditions to the Scheme</b> <small>continued</small>		
<b>What will CSR Shareholders be asked to vote on at the Scheme Meeting?</b>	At the Scheme Meeting, CSR Shareholders will be asked to vote on whether to approve the Scheme.	Annexure 4
<b>What is the CSR Shareholder approval threshold for the Scheme?</b>	<p>In order to become Effective, the Scheme must be approved by the Requisite Majorities, being:</p> <ul style="list-style-type: none"> <li>• unless the Court orders otherwise, a majority in number (more than 50%) of CSR Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate CSR Shareholders, body corporate representative); and</li> <li>• at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by CSR Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate CSR Shareholders, body corporate representative).</li> </ul> <p>Even if the Scheme is approved by the Requisite Majorities of CSR Shareholders at the Scheme Meeting, the Scheme is still subject to the approval of the Court.</p>	Section 4.8
<b>Am I entitled to vote at the Scheme Meeting?</b>	If you are registered as a CSR Shareholder on the CSR Share Register as at 7.00pm (Sydney time) on 11 June 2024 you will be entitled to attend and vote at the Scheme Meeting.	Annexure 4
<b>How can I vote if I can't attend the Scheme Meeting?</b>	If you would like to vote but cannot attend the Scheme Meeting in person, you can vote by appointing a proxy (including by lodging your proxy online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> ) or attorney to attend and vote on your behalf. You may also vote by corporate representative if that option is applicable to you.	Annexure 4
<b>When will the results of the Scheme Meeting be known?</b>	The results of the Scheme Meeting are expected to be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX ( <a href="http://www.asx.com.au">www.asx.com.au</a> ) once available.	N/A
<b>What happens to my CSR Shares if I do not vote, or if I vote against the Scheme, and the Scheme becomes Effective and is implemented?</b>	If you do not vote, or vote against the Scheme, and the Scheme becomes Effective and is implemented, any Scheme Shares held by you on the Scheme Record Date (currently expected to be 7.00pm (Sydney time) on 2 July 2024) will be transferred to Saint-Gobain Sub and you will receive the Scheme Consideration, despite not having voted or having voted against the Scheme.	Section 4.8(a)

Question	Answer	More information
<b>Other questions</b>		
<b>What happens if a Competing Proposal is received?</b>	<p>If a Competing Proposal is received, the CSR Directors will carefully consider it.</p> <p>CSR must notify Saint-Gobain of that Competing Proposal in accordance with the Scheme Implementation Deed.</p> <p>CSR Shareholders should note that CSR has agreed to certain exclusivity provisions in favour of Saint-Gobain under the Scheme Implementation Deed, which are the following provisions: a no shop, no talk and no due diligence (the no talk and no due diligence being subject to a fiduciary out), notification right and matching rights (as set out in section 9.4(f) of this Scheme Booklet).</p>	Section 9.4(f)
<b>Is there a break fee or a reverse break fee?</b>	<p>The Scheme Implementation Deed contains a break fee and reverse break fee both equal to \$42 million (which is approximately 1% of the equity value of CSR) payable by CSR (in the case of the break fee) or payable by Saint-Gobain (in the case of the reverse break fee).</p> <p>The triggers for each of the break fee and reverse break fee are set out in sections 9.4(g) and 9.4(h) of this Scheme Booklet respectively.</p>	Sections 9.4(g) and 9.4(h)
<b>Can I sell my CSR Shares now?</b>	<p>You can sell your CSR Shares on market at any time before the close of trading on the ASX on the Effective Date (currently expected to be 19 June 2024) at the then prevailing market price (which may vary from the Scheme Consideration).</p> <p>CSR intends to apply to the ASX for CSR Shares to be suspended from trading on the ASX from close of trading on the Effective Date. You will not be able to sell your CSR Shares on market after this date.</p> <p>If you sell your CSR Shares on market, you may pay brokerage on the sale, you will not receive the Scheme Consideration and there may be different tax consequences compared to those that would arise if you retain those shares until the Scheme is implemented.</p>	N/A
<b>What if I have further questions about the Scheme?</b>	<p>For further information, please contact the CSR Shareholder Information Line on 1300 237 569 (for callers within Australia) or +61 2 9066 4055 (for callers outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday (excluding public holidays), or visit <a href="http://www.csr.com.au/investors-and-news/scheme-information">www.csr.com.au/investors-and-news/scheme-information</a>.</p> <p>If you are in doubt about anything in this Scheme Booklet, please contact your financial, legal, taxation or other professional adviser.</p>	N/A
<b>When will CSR release the YEM24 Results?</b>	<p>As at the date of this Scheme Booklet, CSR's YEM24 Results (for the financial year ended 31 March 2024) are currently expected to be released to the ASX on 15 May 2024.</p> <p>Following the release of the YEM24 Results, the CSR Board will confirm with the Independent Expert that the YEM24 Results do not change the Independent Expert's opinion that the Scheme is fair and reasonable and in the best interest of CSR Shareholders, in the absence of a superior proposal.</p>	Section 5.11

## 2 Frequently asked questions continued

Question	Answer	More information
<b>Other questions continued</b>		
<b>When will CSR's 2024 AGM be?</b>	<p>Section 250N of the Corporations Act requires CSR to hold its annual general meeting (<b>AGM</b>) for the financial year ended 31 March 2024 no later than 31 August 2024. CSR has applied to ASIC under section 250P of the Corporations Act to extend the period within which it would otherwise be required to hold its AGM for the financial year end 31 March 2024 (YEM24) by three months.</p> <p>As at the date of this Scheme Booklet, ASIC has advised CSR that it is open to granting an extension of time to CSR in relation to holding its 2024 AGM subject to the progress of the Scheme, should the need for an AGM become necessary. ASIC has advised CSR that it proposes to revisit this following the Scheme Meeting. CSR will announce to the ASX whether ASIC has granted the extension requested as soon as the decision is available.</p> <p>If the Scheme is delayed or is not implemented, the timing of the CSR 2024 AGM will be communicated to CSR Shareholders by way of an ASX announcement.</p>	Section 9.6
<b>When will CSR release its annual report?</b>	<p>CSR is required to lodge its financial report, directors' report and auditor's report with ASIC and ASX by 30 June 2024 (being three months after 31 March 2024, being the end of CSR's financial year). CSR is also required to dispatch these documents to its shareholders by the earlier of 21 days before the next AGM after the end of its financial year or 31 July 2024 (being four months after the end of CSR's financial year).</p> <p>As at the date of this Scheme Booklet, ASIC has advised CSR that it is open to granting an extension of time in relation to the dispatch of the documents above to members so that these documents may be sent to shareholders by the earlier of 21 days before the next AGM after the end of its financial year or 31 October 2024 (being a three month extension), subject to the progress of the Scheme. ASIC has advised CSR that it proposes to revisit this following the Scheme Meeting. CSR will announce to the ASX whether ASIC has granted the extension requested as soon as the decision is available.</p>	Section 9.6