

Annexure 4

Notice of Scheme Meeting



Notice of Scheme Meeting

CSR Limited ABN 90 000 001 276 (**CSR**)

Notice is hereby given that, by an order of the Supreme Court of New South Wales made on 26 April 2024, pursuant to subsection 411(1) of the Corporations Act, a meeting of CSR Shareholders (**Scheme Meeting**) will be held:

Date: Thursday, 13 June 2024

Time: 9.00am (Sydney time)

Venue: Herbert Smith Freehills, Level 34, 161 Castlereagh Street, Sydney NSW 2000 and online via the online platform at <https://meetnow.global/M64W5LG>

Purpose of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without amendment or any alterations or conditions required by the Court to which CSR and Compagnie de Saint-Gobain (**Saint-Gobain**) agree) proposed to be made between CSR and CSR Shareholders (**Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part.

Scheme Resolution

The Scheme Meeting will be asked to consider and, if thought fit, pass (with or without amendment) the following resolution (**Scheme Resolution**):

'That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between CSR Limited and the holders of its ordinary shares, 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 CSR Limited and Compagnie de Saint-Gobain agree).'

Chair

The Court has directed that John Gillam is to act as chair of the Scheme Meeting (and that, if John Gillam is unable or unwilling to attend, Penny Winn is to act as chair of the Scheme Meeting) and has directed the chair of the Scheme Meeting to report the result of the Scheme Resolution to the Court.

Dated 26 April 2024

By order of the Court and the CSR Board

sign here ► 

Company Secretary

print name Jill Hardiman

Explanatory notes

1 General

This notice of meeting (**Notice of Scheme Meeting**) relates to the Scheme and should be read in conjunction with the Scheme Booklet dated 26 April 2024 of which this Notice of Scheme Meeting forms part. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution.

A copy of the Scheme is set out in Annexure 2 of the Scheme Booklet.

Capitalised terms used but not defined in this Notice of Scheme Meeting have the defined meanings set out in section 10.1 of the Scheme Booklet, unless the context otherwise requires.

2 Scheme Meeting format

The Scheme Meeting will be held as a hybrid meeting. This means that CSR Shareholders and their authorised proxies, attorneys and corporate representatives will be able to attend the Scheme Meeting in person at Herbert Smith Freehills, Level 34, 161 Castlereagh Street, Sydney NSW 2000 or may participate in the Scheme Meeting online at <https://meetnow.global/M64W5LG>.

Further details on how to participate in the Scheme Meeting via the online platform are set out in the explanatory notes that accompany and form part of this Notice of Scheme Meeting and in the online platform guide which will be available at www.csr.com.au/investors-and-news/scheme-information.

3 Requisite Majorities at the Scheme Meeting

For the proposed Scheme to be binding in accordance with section 411 of the Corporations Act, the Scheme Resolution must be agreed to by:

- unless the Court orders otherwise, a majority in number of CSR Shareholders present and voting (either in person, online or by proxy, attorney or, in the case of corporate CSR Shareholders, body corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Scheme Resolution (either in person, online or by proxy, attorney or, in the case of corporate CSR Shareholders, body corporate representative).

4 Court approval

Under section 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is agreed to by the Requisite Majorities and the other Conditions Precedent to the Scheme (other than approval by the Court) are satisfied or waived (if capable of waiver) by the time required under the Scheme, CSR intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

5 Eligibility to vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the CSR Board has determined that the time for determining eligibility to vote at the Scheme Meeting is 7.00pm (Sydney time) on 11 June 2024. Only those CSR Shareholders entered on the CSR Share Register at that time will be entitled to participate and vote at the Scheme Meeting, either in person, online, by proxy or attorney, or in the case of a corporate CSR Shareholder, by a body corporate representative. The remaining comments in these explanatory notes are addressed to CSR Shareholders entitled to attend and vote at the Scheme Meeting.

Explanatory notes continued

6 Participation in the Scheme Meeting

6.1 Participating in person

All persons are asked to arrive at the venue at least 30 minutes before the scheduled time for commencement of the Scheme Meeting, so that either their shareholding can be checked against the CSR Share Register, or any power of attorney or certificate of appointment of body corporate representative verified, and their attendance noted.

6.2 Participating via the online platform

CSR Shareholders and their authorised proxies, attorneys or corporate representatives will be able to participate in the Scheme Meeting online at <https://meetnow.global/M64W5LG>.

The online platform may be accessed via a computer, mobile or tablet device with internet access. The online platform will allow CSR Shareholders and their authorised proxies, attorneys or corporate representatives to attend the Scheme Meeting online, cast an online vote and ask questions (both written and verbally) online.

To participate and vote online, CSR Shareholders will need their Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) and their registered postcode or country of residence (if outside Australia). This can be found on your holding statement or dividend payment advice. Proxyholders will need to contact the CSR Share Registry on +61 3 9415 4024 at least one hour prior to the Scheme meeting to obtain their proxy code to participate online.

Participants will be able to log on to the online platform 60 minutes before the start of the Scheme Meeting. It is recommended that participants log on at least 15 minutes before the scheduled start time of the Scheme Meeting.

Further details on how to participate in the Scheme Meeting via the online platform are set out in the explanatory notes that accompany and form part of this Notice of Scheme Meeting and in the online platform guide available at www.csr.com.au/investors-and-news/scheme-information.

7 How to vote

In accordance with CSR's constitution, voting at the Scheme Meeting will be conducted by poll.

If you are a CSR Shareholder entitled to vote at the Scheme Meeting, you may vote:

- **in person**, by physically attending the Scheme Meeting held at Herbert Smith Freehills, Level 34, 161 Castlereagh Street, Sydney NSW 2000 and voting in person;
- **online**, by participating and voting online at the Scheme Meeting at <https://meetnow.global/M64W5LG>. To vote online, you will need your SRN or HIN and your registered postcode or country of residence (if outside Australia);
- **by custodian voting**, for intermediary online subscribers only (Custodians), please submit your voting intentions at www.intermediaryonline.com;
- **by proxy**, by appointing one or two proxies to attend and vote on your behalf (either in person or online), using the proxy form that accompanies this Scheme Booklet or submitting a proxy online at www.investorvote.com.au. To submit a proxy vote online you will need a specific six digit Control Number (located on the front of your letter or proxy form);
- **by attorney**, by appointing an attorney to attend and vote at the Scheme Meeting on your behalf (either in person or online), using a duly executed power of attorney; or
- **by corporate representative**, in the case of a body corporate, appointing a body corporate representative to attend the Scheme Meeting and vote on your behalf (either in person or online), using a duly executed certificate of appointment of body corporate representative (in accordance with section 250D of the Corporations Act).

8 Jointly held securities

If you hold CSR Shares jointly with one or more other persons, only one of you may vote. If more than one of you attempts to vote in person or online at the Scheme Meeting, only the vote of the holder whose name appears first on the CSR Share Register will be counted.

See also the comments in section 9.3 below regarding the appointment of a proxy by persons who jointly hold CSR Shares.

9 Voting

9.1 Voting in person

To vote in person, you must attend the Scheme Meeting.

9.2 Voting online

To vote online, you must participate in the Scheme Meeting via the online platform at <https://meetnow.global/M64W5LG>.

Online voting will be open during the start of the Scheme Meeting and the closing of voting as announced by the Chair during the Scheme Meeting.

Further details on how to participate in the Scheme Meeting via the online platform (including how to vote and submit questions online during the Scheme Meeting) are set out in section 6.2 above and in the online platform guide available at www.csr.com.au/investors-and-news/scheme-information. If you intend to use the online platform, then before the Scheme Meeting we recommend that you ensure the online platform is accessible from your device.

9.3 Voting by proxy

If you are a CSR Shareholder entitled to vote at the Scheme Meeting, you may appoint an individual or a body corporate as a proxy to attend the Scheme Meeting in person or online and vote on your behalf at any time until **9.00am (Sydney time) on 11 June 2024**. To do so, either mark the box under 'Appoint a Proxy to Vote on Your Behalf' in step 1 of the proxy form to appoint the Chair of the Scheme Meeting as your proxy, or insert the name of your chosen proxy in the space provided. Please refer to section 9.6 of this Notice of Scheme Meeting below for further details in relation to how to submit a proxy form.

The following applies to proxy appointments:

- a proxy need not be another CSR Shareholder;
- if you are a CSR Shareholder entitled to cast two or more votes, you may appoint two proxies, and specify the number or proportion of votes that each proxy may exercise. If a CSR Shareholder appoints two proxies and the appointment does not specify the proportion or number of the CSR Shareholder's votes, each proxy may only exercise half of that CSR Shareholder's votes with any fractions of votes disregarded. Replacement proxy forms can also be obtained from the CSR Share Registry;
- if you hold CSR Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the proxy form; and
- each proxy will have the right to vote on the poll and to ask questions at the Scheme Meeting.

Your appointment of a proxy does not preclude you from attending in person and voting at the Scheme Meeting. Please note that if you do so, you will revoke your proxy appointment.

A vote given in accordance with the terms of a proxy appointment is valid despite the revocation of that appointment, unless notice in writing of the revocation has been received by the CSR Share Registry before the start of the Scheme Meeting (or, if the Scheme Meeting is adjourned or postponed, before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways in section 9.6 of this Notice of Scheme Meeting below.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after considering the matters discussed at the Scheme Meeting.

Explanatory notes continued

9 Voting continued

If you do not direct your proxy how to vote on the Scheme Resolution, the proxy may vote, or abstain from voting, as they choose. If you instruct your proxy to abstain from voting on the Scheme Resolution, your proxy is directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the Requisite Majorities.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

The Chair of the Scheme Meeting intends to vote all available proxies in favour of the Scheme Resolution, 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.

9.4 Voting by attorney

If you are a CSR Shareholder entitled to vote at the Scheme Meeting, you may appoint an attorney to attend the Scheme Meeting in person or online and vote on your behalf.

The following applies to attorney appointments:

- an attorney need not be another CSR Shareholder;
- if you are a CSR Shareholder entitled to cast two or more votes, you may appoint two attorneys, and specify the number or proportion of votes that each attorney may exercise. Where two attorneys are appointed, each attorney should be appointed to represent a specified proportion of the CSR Shareholder's voting rights. If a CSR Shareholder appoints two attorneys and the appointment does not specify the proportion or number of the CSR Shareholder's votes, each attorney may only exercise half of that CSR Shareholder's votes with any fractions of votes disregarded;
- the power of attorney appointing your attorney to attend and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is, CSR), and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one; and
- each attorney will have the right to vote on the poll and to ask questions at the Scheme Meeting.

Your appointment of an attorney does not preclude you from attending in person and voting at the Scheme Meeting. Please note that if you do so, you will revoke your attorney appointment.

The power of attorney must be received by the CSR Share Registry before **9.00am (Sydney time) on 11 June 2024** (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways specified for proxy forms in section 9.6 of this Notice of Scheme Meeting below.

A vote given in accordance with the terms of an attorney appointment is valid despite the revocation of that appointment, unless notice in writing of the revocation has been received by the CSR Share Registry before the start of the Scheme Meeting (or, if the Scheme Meeting is adjourned or postponed, before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways in section 9.6 of this Notice of Scheme Meeting below.

9.5 Voting by corporate representative

If you are a CSR Shareholder entitled to vote and you are a body corporate, you may appoint an individual to act as your body corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that CSR will require a certificate of appointment of body corporate representative to be executed by you in accordance with the Corporations Act. A form of certificate may be downloaded from www.investorcentre.com/au and electing "Printable forms" under the "Help" tab. The certificate of appointment may set out restrictions on the representative's powers.

The certificate must be received by the CSR Share Registry before the Scheme Meeting starts (or, if the Scheme Meeting is adjourned or postponed, before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways specified for proxy forms in section 9.6 of this Notice of Scheme Meeting below.

If a certificate is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been noted by the CSR Share Registry.

9.6 How to submit a proxy form

To appoint a proxy, you should complete and return the proxy form that accompanied the Scheme Booklet in accordance with the instructions on that form. You must deliver the signed and completed proxy form to the CSR Share Registry by **9.00am (Sydney time) on 11 June 2024** (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the following ways:

(a) **online:**

at www.investorvote.com.au by following the instructions set out on the website. CSR Shareholders who receive their Notice of Scheme Meeting and proxy form electronically will have received an email with a link to the CSR Share Registry site. You will need a specific six digit Control Number to vote online. This number is located on the front of your letter or on your proxy form. You can arrange to receive shareholder information electronically by contacting the CSR Share Registry on 1300 556 161 (for callers within Australia) or +61 3 9415 4033 (for callers outside Australia) or at www.computershare.com.au (Investor Centre).

(b) **by post in the provided reply paid envelope to the CSR Share Registry:**

Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001.

(c) **by facsimile to the CSR Share Registry on:**

1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

In order to take effect, your proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by the CSR Share Registry, no later than **9.00am (Sydney time) on 11 June 2024**. Proxy forms received after this time will be invalid.

If a proxy form is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed proxy form unless the power of attorney or other authority has previously been noted by the CSR Share Registry.

Explanatory notes continued

10 How to ask questions

CSR Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Scheme, during the Scheme Meeting, whether they attend in person or participate via the online platform. To ask a verbal question via the online platform, CSR Shareholders are to follow the instructions on the online meeting platform.

Written questions may be submitted by CSR Shareholders in advance of the Scheme Meeting. CSR Shareholders can submit their questions in advance of the Scheme Meeting in a number of ways:

- by completing an online shareholder question form on CSR's website at www.csr.com.au/investors-and-news/scheme-information; or
- submitting an online question when appointing a proxy or attorney online prior to the Scheme Meeting at www.investorvote.com.au.

To be considered in advance of the Scheme Meeting, written questions must be received no later than 5.00pm (Sydney time) on 6 June 2024.

Questions may be moderated to avoid repetition and to make them more concise.

The Chair of the Scheme Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Scheme Meeting. However, there may not be sufficient time available at the Scheme Meeting to address all of the questions raised. Individual responses will not be sent to CSR Shareholders.

11 Technical difficulties

Technical difficulties may arise during the Scheme Meeting. The Chair of the Scheme Meeting has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises.

Where the Chair of the Scheme Meeting considers it appropriate, the Chair may continue to hold the Scheme Meeting and transact business, including conducting a poll and voting in accordance with proxy instructions. For this reason, CSR Shareholders are encouraged to lodge a directed proxy by 9.00am (Sydney time) on 11 June 2024 even if they plan to attend the Scheme Meeting in person or online.

In the event of a technological failure that prevents CSR Shareholders from having reasonable opportunity to participate in the Scheme Meeting, the Chair will have regard to the number of CSR Shareholders impacted and the extent to which participation in the business of the Scheme Meeting is affected. If required, CSR will provide an update on its website and the ASX to communicate details of any postponement or adjournment of the meeting to CSR Shareholders. CSR Shareholders may experience local technical difficulties, such as poor internet connection, and for this reason are encouraged to lodge a directed proxy in advance. Please refer to the online platform guide at www.csr.com.au/investors-and-news/scheme-information for advice on optimising the online meeting experience.

12 Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone from the ASX website (www.asx.com.au) or from CSR's website (www.csr.com.au/investors-and-news/scheme-information) or by contacting the CSR Share Registry.