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10 August 2026

Response to Institutional Shareholder Services Proxy Advisor Report

Dear Shareholder,

We refer to the recently issued proxy research report published by Institutional Shareholder Services (**ISS**) for the upcoming Annual Meeting of James Hardie Industries plc (**JHX** or the **Company**) scheduled for 20 August 2026 (in the US) and 21 August 2026 (in Australia). We recognise that investors will carefully assess all relevant information before casting their vote.

ISS has recommended to vote against the Increase to Non-Executive Director Fee Pool (Proposal 6).

Following the disappointing voting outcomes at our 2025 Annual Meeting, the Board and leadership team undertook extensive engagement with our shareholders and proxy advisors to understand their concerns and inform the redesign of the company's remuneration structure, including that of the NEDs.

We believe the revised NED fee structure reflects that feedback and we respectfully encourage shareholders to vote in favour of the increase to the NED fee cap at the upcoming Annual Meeting, based on our FY2027 fee estimates.

Proposal 6: Increase to Non-Executive Director Fee Pool

- The base fee for NEDs is ***unchanged*** in FY27; indeed a greater % is awarded in stock, to reflect benchmark US practice
- The supplemental Chair fee has been ***reduced*** by 30%, again to align with peer group benchmark
- The target number of NEDs is ***unchanged*** at 9-10, to allow for planned skills rebuilding and succession
- The maximum Fee Pool must reflect that NEDs not domiciled in Ireland can receive "make whole" payments reflecting the difference between their home income tax rate and Irish income tax, which is deducted at source. This can vary over time. This longstanding arrangement is not uncommon in other Dublin based International Companies

NEDs are paid a base fee for service on the Board, with additional fees paid for service as Board Chair, the Chair of each of the Board's committees, and per ad-hoc sub-committee meeting attended by the applicable director.

As disclosed 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 remuneration exceed net income taxes owed on such remuneration 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 2026 Proxy Statement, and NEDs who have received such supplementary remuneration have been clearly disclosed on page 90 of the 2026 Proxy Statement. The Board wishes to highlight that this mechanism is designed solely to neutralise the additional tax burden arising from the Company's Irish domicile – it does not provide NEDs with any additional remuneration beyond what a similarly situated director retains, after tax, in their home jurisdiction. The amount is formulaic, driven by the differences in statutory tax rates between jurisdictions, rather than Board discretion, and will vary year to year with changes in tax law and individual circumstances. Such remuneration practices enable JHX to attract and retain appropriately qualified international NEDs.

The Board considers the proposed cap prudent and necessary to ensure the Company is able to appropriately remunerate a potentially larger Board in the short to medium term, and I have already initiated a process for further key appointments to enhance Board capability and diversity of experience.

Retaining the current level of NEDs base fee should be considered against the significant expansion of Directors' duties over time, including:

- substantial growth and increasing complexity as JHX expands into different product lines;
- increased regulatory burden, including as a result of its direct NYSE listing;
- the requirement for broader director expertise across a variety of subject matters, including the need to attract high-quality directors from around the world;
- additional committee workload related to the foregoing; and
- ensuring alignment with best governance practices across multiple jurisdictions.

The Board has also taken into consideration the following:

- the fee cap has not increased since 2019, despite increases in board remuneration across comparable companies and significant inflation in Australia and the U.S. over that period;
- the Board has incurred, and anticipates incurring, substantial tax equalisation payments related to the Company's Irish domicile, with such payments being difficult to predict on an individual or aggregated basis; and
- the Board requires sufficient fee pool capacity to ensure its directors are paid the agreed-upon fees.

It should be noted that 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.

As demonstrated in FY26, the supplemental Board Chair fee was reduced from $215,000 to $150,000 in order to align with the median of JHX's remuneration peer group.

Additionally, for FY27, the Board base fee structure has been revised to reduce the cash component and increase the equity component by an equivalent amount, increasing the proportion of remuneration that is linked to share price performance and more closely aligning NED and shareholder interests. It should be noted that there is no increase to the total Board base fee and the supplemental Board Chair fee will remain unchanged. The Board has approved a $5,000 increase to the Audit Committee Chair's fee to reflect the additional time and commitment required for this role, including as a result of moving to domestic issuer status in the United States.

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** as per the proxy statement/voting instructions at our 2026 Annual Meeting.

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 Bill Seymour, Vice President, Investor Relations, at +1 312 856 7460 or Bill.Seymour@jameshardie.com, for the U.S.

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

Sincerely,

NM Stein

Nigel Stein
Independent Non-Executive Chair