

**James Hardie Industries plc  
(the “Company”)**

**Integration & Performance Committee Charter**

**1. Purpose and Background**

- 1.1** The Board of Directors of James Hardie Industries plc (the “**Board**”) has established the Integration & Performance Committee (the “**Committee**”) to provide focused oversight and governance of the integration of The AZEK Company Inc. following its acquisition by the Company in July 2025 and the overall performance of the company.
- 1.2** The Committee recognises the significance of the performance of the core business and the AZEK acquisition and, consistent with the Company’s commitment to shareholder value creation, the Committee and the Board are committed to the successful execution of the acquisition and integration of the AZEK business, through transparent, accountable and effective integration and performance management.
- 1.3** The Committee’s primary purpose is to:
- (a) provide dedicated Board-level oversight of the integration process and the performance of the Company to ensure the successful realisation of strategic objectives and synergy targets;
  - (b) monitor and report on integration progress, risks and opportunities and the performance of the Company to the Board and shareholders;
  - (c) ensure alignment between management execution and shareholder interests during the integration period;
  - (d) provide transparent governance and accountability mechanisms to address shareholder interests regarding the integration process and the performance of the Company; and
  - (e) oversee the achievement of the announced financial targets, cost and commercial synergies.
- 1.4** This Charter sets out the Committee’s role, membership, reporting obligations, meeting frequency, quorum and limitations on authority.

**2. Membership**

- 2.1** **Composition:** The Committee shall comprise three non-executive directors and the Chief Executive Officer (“**CEO**”), namely Jesse Singh, Howard Heckes, Persio Lisboa and Aaron Erter, appointed by the Board. The majority of Committee members shall be independent directors as determined by the Board in accordance with applicable Australian Securities Exchange and New York Stock Exchange rules and regulations.
- 2.2** **Chair:** The Chair shall be appointed by the Board. As of the date hereof, the Board has appointed Jesse Singh as Chair of the Committee. The Chair shall be responsible for the proper functioning of the Committee, working with the CEO, and serves as the main contact for the Board. In the absence of the Committee Chair from any meeting, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under this Charter to be appointed to that position by the Board.

**2.3 Secretary:** The company secretary or their nominee, if approved by the Chair of the Committee, acts as the secretary of the Committee.

**2.4 Appointment and Succession:** Committee members are appointed by the Board on the recommendation of the Nominating and Governance Committee in consultation with the Chair of the Committee.

### **3. Term and Duration**

**3.1** The Committee was established on an ad-hoc basis. The Board shall on at least an annual basis, or such shorter period as the Board deems advisable, assess if the Committee remains necessary, and if determined not, the Committee's term shall expire.

**3.2** Prior to the Board's assessment if the Committee remains necessary, the Committee Chair shall report to the Board on:

- (a) the status of integration activities and business execution and whether the Committee's oversight role remains necessary;
- (b) recommendations regarding the transition of any ongoing oversight responsibilities (if any) to existing Board committees; and
- (c) a final assessment of outcomes against stated objectives.

### **4. Authority and Powers**

**4.1** The Board has delegated to the Committee and management specific authority and responsibility for oversight of the AZEK integration, as set out in this Charter.

**4.2** The Committee has authority to:

- (a) investigate any matter brought to its attention relating to the integration of the acquisition and performance of the Company;
- (b) access adequate internal and external resources, including access to management, Company records, personnel and any information the Committee considers relevant to its responsibilities under this Charter;
- (c) retain, at the Company's expense, outside counsel, integration specialists, consultants, experts and other advisors as it determines appropriate to assist the Committee in the performance of its functions;
- (d) request reports, presentations and briefings from management on integration matters; and
- (e) establish working groups or sub-committees as necessary to address specific integration workstreams.

**4.3** The Committee acts in an advisory and oversight capacity to the Board. Day-to-day management of business, performance and integration activities remains the responsibility of management.

### **5. Quorum and Meetings**

**5.1 Quorum:** The quorum necessary for the transaction of business is a majority of Committee members. A duly convened meeting at which a quorum is present is competent to exercise all powers of the Committee. Members may participate by technological means as consented to by all Committee members.

**5.2 Meeting Frequency:** Given the importance and time-sensitive nature of the integration together with the need for active oversight, the Committee shall meet as often as necessary to undertake its role effectively. Meetings may be held in person or by technological means as consented to by all members.

The Chair shall report regularly to the Board on meetings and activities. The Chair or any Committee member may request a meeting at any time.

**5.3 Resolutions and Voting:** Resolutions are adopted by majority vote. Each member present has one vote on all matters except where a conflict of interest exists.

**5.4 Attendance:** All Board members may attend and speak at Committee meetings. The Committee shall regularly invite the following individuals to attend all or part of meetings:

- (a) Chief Financial Officer
- (b) Chief Legal Officer
- (c) Other executives and advisors as appropriate

Other individuals and advisors may also attend at the Chair's invitation when appropriate and necessary.

**5.5 Minutes:** The secretary shall minute the proceedings and resolutions of Committee meetings on at least a quarterly basis. Such draft minutes shall be circulated to all Board members unless the Committee Chair determines it would be inappropriate.

## **6. Duties and Responsibilities**

The specific duties and responsibilities of the Committee will be determined by the Committee in its discretion and in accordance with the Committee's purpose, as the Committee deems necessary or advisable from time to time. The Committee may review and provide oversight and advice on topics including performance of the core business, integration strategy and planning, synergy realisation and financial performance, commercial integration and market performance, operational integration, organisational and cultural integration, risk management and compliance, stakeholder communication and other topics related to its purpose.

## **7. REPORTING RESPONSIBILITIES**

### **7.1 Reporting to the Board**

- (a) The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities at the first scheduled meeting of the Board directly following the meeting of the Committee.
- (b) Outside this reporting cycle, the Committee shall ensure the Board is promptly informed of all matters of material concern to the Committee.

- (c) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **8. COMMITTEE ADMINISTRATION**

### **8.1 Performance Evaluation**

The Committee shall evaluate the performance of the Committee and the adequacy of this Charter on an annual basis, and report the results of the evaluation to the Board and recommend any changes it considers necessary to the Board for approval.

### **8.2 Charter Review**

This Charter shall be reviewed by the Committee and the Board as required to ensure that it remains appropriate to meet the Company's needs.

### **8.3 Other Duties**

The Committee shall perform such other duties and responsibilities as are consistent with the purpose of the Committee, as the Board or the Committee deems appropriate.

## **9. RELATIONSHIP WITH OTHER BOARD COMMITTEES**

The Committee shall coordinate with other Board committees as appropriate, including:

- 9.1 Audit Committee:** On financial reporting, internal controls, risk management and compliance matters relating to the integration.
- 9.2 People and Remuneration Committee:** On organisational structure, talent management, executive performance assessment and integration-related compensation matters.
- 9.3 Nominating and Governance Committee:** On governance matters, stakeholder communications and Board composition considerations.

All non-executive directors receive access to all Committee materials (where there is no conflict of interest) and may attend any Committee meeting. All non-executive directors also receive the minutes of the Committee's deliberations and findings.

## **10. EXTERNAL ADVISORS**

The Committee has authority to retain outside counsel, integration experts, consultants and other advisors at Company expense as it determines appropriate to assist in the full performance of its functions, and to approve such advisors' fees and retention terms.

The Committee shall ensure that any external advisors retained are independent and free from conflicts of interest.

## **11. APPROVAL AND EFFECTIVE DATE**

- 11.1** This Charter was approved by the Board of Directors of James Hardie Industries plc on 5 February 2026 and is effective from that date.
- 11.2** The Committee's term shall expire in accordance with section 3.2 above.

**Reviewed by the Integration & Performance Committee**

Date: 4 February 2026

**Approved by the Board of Directors**

Date: 5 February 2026