

BRICKWORKS

LIMITED

30 September 2009

Australian Securities Exchange
Attention: **Companies Department**

Notice under ASIC Class Order [CO 09/425]

In accordance with ASIC Class Order [CO 09/425], Brickworks gives notice as follows:

- 1 Brickworks will make offers to issue shares under a share purchase plan without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Act**);
- 2 As at the date of this notice, the issuer has complied with the provisions of Chapter 2M as they apply to the issuer and section 674 of the Act; and
- 3 As at the date of this notice, there is no information that is “excluded information” within the meaning of sections 708A(7) and 708A(8) of the Act.

We confirm that the Share Purchase Plan (“SPP”) offer opens tomorrow (Thursday 1 October 2009) and attach a copy of the SPP offer documentation which will be sent to shareholders on Friday 2 October 2009.

Any enquiries should be directed to Alex Payne (Chief Financial Officer) or Iain Thompson (Company Secretary) on (02) 9830-7800.

BRICKWORKS LIMITED

ABN 17 000 028 526

738-780 Wallgrove Road, Horsley Park NSW 2175; PO Box 6550, Wetherill Park NSW 1851

Telephone: 61 2 9830 7800 Fax: 61 2 9620 1328

Internet Address: <http://www.brickworks.com.au> E-Mail Address: info@brickworks.com.au

KEY DATES*

Thursday 17 September 2009 to Wednesday 23 September 2009 - Pricing Period
The dates during which the Issue Price for the Shares is determined.

Thursday 24 September 2009 - Announcement Date
The date on which Brickworks announced the SPP.

Wednesday 30 September 2009 - Record Date 7.00pm (Sydney time)
The date on which Brickworks determines Eligible Shareholders.

Thursday 1 October 2009 - Opening Date
The date on which the SPP opens.

Friday 23 October 2009 - Closing Date
The date on which the SPP closes. Applications must be received by 5.00pm (Sydney time).

Monday, 2 November 2009 - Allotment Date
The date on which Shares are allotted.

Tuesday 3 November 2009 - Share Trading Date
The date when Shares allocated under the SPP begin trading.

Wednesday 4 November 2009 - Despatch Date
The date when transaction confirmations are expected to be sent to shareholders.

Wednesday 25 November 2009 - 2009 Final Dividend Record Date
The date on which Brickworks determines Shareholders eligible for the 2009 Final Dividend.

Wednesday 9 December 2009 - 2009 Final Dividend Payment Date
The date on which the 2009 Final Dividend is paid.

*Brickworks Limited has the discretion to alter some Key Dates.

These materials do not constitute an offer of securities for sale in the United States or to "US persons" (as defined in Regulation S under the US Securities Act) and may not be sent or disseminated in, directly or indirectly, the United States or to any "US person" in any place. Brickworks' shares have not been and will not be registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to any "US person" except in compliance with the registration requirements of the US Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the US Securities Act and applicable state securities laws.

INSTRUCTIONS

- If you would like to participate in the SPP, follow the step-by-step instructions on the back of the enclosed Application Form.
- To participate, you can make a payment by BPay® or complete the Application Form and provide a cheque or money order in accordance with the instructions on the Application Form.
- BPay® customers should use the Customer Reference Number (CRN) shown on the Application Form, which is required to identify your holding. **If you make your payment with BPay® you do not need to return your Application Form.**
- Cheques and money orders should be made payable to "Brickworks Share Purchase Plan" and sent with an Application Form in the reply paid envelope enclosed to Brickworks Limited, c/-Computershare Investor Services Pty Limited, GPO Box 253, Sydney NSW 2001.
- All payments and applications must be received no later than **5.00 pm (Sydney time) on Friday, 23 October 2009.**
- **You will not be able to withdraw or revoke your application or BPay® payment once you have sent it in.**

DIRECTORY

Registered office

Brickworks Limited:
738-780 Wallgrove Rd
Horsley Park,
NSW, 2175
Ph: 9830 7800
Fax: 9620 1328

SPP information line
(within Australia) 1300 821 648 or
(outside Australia) +61 3 9415 4672

Legal Advisers

Mallesons Stephen Jaques

Share Registry

Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street
Sydney NSW 2000

197CA10805

SHARE PURCHASE PLAN



Brickworks Limited ABN 17 000 028 526

This is an important document offering eligible shareholders the opportunity to buy up to \$15,000 worth of Brickworks ordinary shares without brokerage or transaction costs. If you are unsure about what to do, please contact your professional adviser. If you have any questions about the Share Purchase Plan after reading this booklet, please call the Share Purchase Plan information line on 1300 821 648 (within Australia) or +61 3 9415 4672 (outside Australia).

24 September 2009

Dear Shareholder

Introduction of a Share Purchase Plan - **\$12.40*** per Share

On behalf of the Directors of Brickworks Limited, I am pleased to offer you the opportunity to participate in a Share Purchase Plan (**SPP**), allowing you to buy up to \$15,000 worth of Brickworks ordinary shares (**Shares**) at **\$12.40 per Share** without brokerage and transaction costs.

The SPP gives you a chance to increase your Brickworks shareholding at **\$12.40 per Share**.

This price is a **7.5% discount** to the price equivalent to the daily volume weighted average price (**VWAP**) over a 5 day period from Thursday, 17 September 2009 to Wednesday 23 September 2009 inclusive, the day before the SPP was announced (rounded down to the nearest 10 cents). At close of trading at the end of this period, the price of Brickworks Shares was \$13.96.

Shares issued under this SPP will be eligible for the 2009 final dividend.

Funds raised through the SPP will be used for the purposes of strengthening our balance sheet, and to provide additional financial flexibility to pursue opportunities in both the building products and property divisions which the Directors consider to be prudent in these challenging market conditions.

Participation in the SPP is entirely voluntary. If you are an eligible shareholder, you may apply for a parcel of Shares valued at either \$14,991.60, \$9,994.40, \$7,489.60, \$4,997.20, \$2,492.40, \$992.00 or \$508.40 (**Parcel**) or you may do nothing. The number of Shares allocated to you, subject to Brickworks' discretions under the terms and conditions of the SPP, will be the value of the Parcel you apply and pay for divided by the issue price and rounded down to the nearest whole number.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Brickworks.

Yours sincerely

Robert D Millner
Chairman

SHARE PURCHASE PLAN



TERMS AND CONDITIONS

IMPORTANT NOTICE: If you apply to participate in the SPP by completing and returning the Application Form or making a BPay® payment, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPay® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price of Shares under this SPP.

We encourage you to seek your own professional advice regarding your participation in the SPP.

1 Offer timetable

- 1.1 This offer is dated, and taken to be made on, 24 September 2009.
- 1.2 The offer opens on 1 October 2009 and closes at 5.00pm (Sydney time) on 23 October 2009. Payment by BPay®, Application Forms and cheques or money orders may not be processed or may not be valid if they have not been received by Brickworks by this time.
- 1.3 The Shares are proposed to be allotted on 2 November 2009.
- 1.4 On or around 4 November 2009 Brickworks expects to send a transaction confirmation.
- 1.5 Brickworks will, promptly after issue of new Shares under the SPP, apply to ASX for official quotation of the Shares. Brickworks expects the Shares will commence trading on the ASX on 3 November 2009.
- 1.6 Brickworks can change, at any time, the timetable (even if the offer has opened, or BPay® or Application Forms have been received) by lodging a revised timetable with ASX.

2 Eligible Shareholders

- 2.1 You are an Eligible Shareholder and may participate in the SPP if you were a registered holder of Brickworks Shares with an address in Australia or New Zealand at 7.00pm (Sydney time) on 30 September 2009 unless:
 - a) you hold Shares on behalf of another person who resides outside Australia; or
 - b) you are a “US person” as defined in Regulation S under the US Securities Act of 1933, or acting for the account or benefit of a US Person.(each such person, an “**Eligible Holder**”)
- 2.2 For the purposes of determining eligibility, joint holders of Shares are taken to be a single registered holder of Shares and the certification on the Application Form is taken to have been given by all joint holders.
- 2.3 Where a custodian is a registered holder of Shares (“**Custodian**”), the Custodian may participate in the SPP on behalf of each Beneficiary, subject to the following:
 - (a) the Custodian must:
 - (i) hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning of section 766E of the Corporations Act) or includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
 - (ii) be exempt under paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 or ASIC Class Order [CO 05/1270] (to the extent that it relates to ASIC Class Order [CO 03/184]) from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service (within the meaning of section 766E of the Corporations Act); and
 - (b) the Custodian must certify to Brickworks that the Custodian holds the Shares on behalf of one or more Beneficiaries on the Record Date who have instructed the Custodian to apply for Shares on their behalf under the SPP, and provides details of:
 - (i) the number of Beneficiaries instructing the Custodian to participate in the SPP;
 - (ii) the name and address of each such Beneficiary;
 - (iii) in respect of each such Beneficiary, the number of Shares held by the Custodian on behalf of the Beneficiary;
 - (iv) in respect of each such Beneficiary, the number of Shares or the dollar amount of Shares that the Beneficiary (or its agent) has instructed the Custodian to apply for on behalf of the Beneficiary; and
 - (v) there are no such Beneficiaries in respect of which the total application price for the following exceeds \$15,000:
 - (A) the Shares applied for by the Custodian on behalf of the Beneficiary under the SPP; and
 - (B) any other Shares issued to the Custodian in the 12 months prior to the application as a result of an instruction given by the Beneficiary to the Custodian to apply for Shares on their behalf under any similar arrangement with Brickworks.

- 2.4 Eligible Shareholders who hold Shares in the capacity of a Custodian for a Beneficiary but who do not hold an Australian financial services licence or are not exempt from holding an Australian financial services licence (each as described in paragraph 2.3(a) above) cannot participate on behalf of Beneficiaries in the manner described in paragraph 2.3 above.
- 2.5 Where a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the Custodian:
 - (a) may participate jointly in respect of those Beneficiaries as if the Custodian held the Shares on behalf of a single Beneficiary; and
 - (b) is taken to have been instructed to apply for Shares under the SPP on behalf of those Beneficiaries if the Custodian has received such an instruction in accordance with the terms on which the Shares are held or where the terms on which the Shares are held do not cover the giving of such instructions, the Custodian has received such instructions from any of those Beneficiaries.
- 2.6 Custodians wishing to participate on behalf of one or more Beneficiaries should contact the Purchase Plan information line on 1300 821 648 (within Australia) or +61 3 9415 4672 (outside Australia) to obtain further information on how to apply and the form of certification required to be given to Brickworks under paragraph 2.3(b) above.
- 2.7 For the purposes of paragraphs 2.3 to 2.6 above and paragraph 3.7(b), a “Beneficiary” is a person for whom a Custodian (being an Eligible Shareholder) held Shares on the Record Date and who is not, or is not acting for the account or benefit of, a U.S. Person.
- 2.8 Each Custodian must not distribute any documents relating to this SPP to any person in the United States or to any U.S. Person and must not submit an Application or make payment by BPay® or otherwise for Shares for any person for whose account or benefit it acts that is not an Eligible Shareholder.
- 2.9 If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

3 Applications for Shares

Limitations on applications

- 3.1 If you are an Eligible Shareholder, you may apply to buy the value of Shares you select on the Application Form.
- 3.2 This Parcel may be subject to rounding.
- 3.3 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for more than one Parcel, but may not apply for Shares with an aggregate value of more than A\$15,000.

Completing the Application Form and paying for Shares

- 3.4 If you would like to participate in the SPP, you must:
 - (a) make payment by BPay®; or
 - (b) complete the Application Form and provide a cheque or money order, in accordance with the instructions on the Application Form.

Brickworks’ discretion regarding applications

- 3.5 Brickworks may accept or reject applications to buy Shares under the SPP, including (but not limited to) cases where:
 - (a) an Application Form is incorrectly completed, incomplete or otherwise determined by Brickworks to be invalid;
 - (b) a cheque is dishonoured or has not been completed correctly;
 - (c) a cheque or money order is not made out for the exact amount of the value selected on the Application Form;
 - (d) a BPay® payment is not received, or is incomplete or invalid;
 - (e) an applicant appears to be buying more than A\$15,000 of Shares (in aggregate) at the Issue Price;
 - (f) an Application Form is received after the Closing Date. While Brickworks has discretion to accept late BPay® payments, Application Forms and cheques or money orders, there is no assurance that it will do so. Late BPay® payments may be refunded and Application Forms with payments, if not processed, may be returned to you at your registered address;
 - (g) Brickworks believes an applicant is not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements); or
 - (h) an applicant holds Shares on the Record Date only as a result of that applicant’s failure to settle on the contractual settlement date for a sale of their Shares. Where a Shareholder does not meet the settlement conditions for a particular trade, Brickworks reserves the right to deem an offer as having been made to, and accept an application to buy Shares under the SPP from, the counterparty in respect of that failed trade provided that party would otherwise be an Eligible Shareholder (even if that party does not hold Shares on the Record Date).

Interest

- 3.6 No interest will be paid on any application money returned to you.

Significance of sending in an application

- 3.7 If you apply to participate in the SPP by submitting a BPay® payment or completing and returning the Application Form:
 - (a) you acknowledge that you are an Eligible Shareholder;

- (b) unless you are applying as a Custodian for one or more Beneficiaries, you confirm that you have not applied for more than A\$15,000 of Shares under the SPP and any similar arrangement in the 12 months prior to your application (including any Shares you have instructed a Custodian to acquire on your behalf), even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (c) you agree that your application is made on the Terms and Conditions of the SPP set out in this booklet and the Application Form;
- (d) you accept that you will not be able to withdraw or revoke your application or BPay® payment once you have sent it in;
- (e) you authorise Brickworks (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (f) you acknowledge that Brickworks may at any time determine that your Application Form is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (g) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated account or cheque to your address shown on Brickworks’ register;
- (h) you are responsible for any dishonour fees or other costs Brickworks may incur in presenting a cheque for payment which is dishonoured;
- (i) you acknowledge that neither Brickworks nor Computershare Investor Services Pty Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy Shares;
- (j) you acknowledge that Brickworks (and its directors, officers, employees, representatives or agents) is not liable for any exercise of its discretions referred to in these Terms and Conditions; and
- (k) you irrevocably and unconditionally agree to the Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

4 Issue Price

- 4.1 You agree to pay the Issue Price per Share for the value of Shares you have selected on the Application Form.
- 4.2 The Issue Price is \$12.40.

5 Rounding of Shares

- 5.1 If you apply for Shares under this SPP you will apply for a certain value rather than a certain number of Shares. Subject to these Terms & Conditions the number of Shares you are allocated will be determined by dividing the value of the Parcel of Shares you have applied and paid for by the Issue Price.
- 5.2 If this calculation produces a fractional number, the number of Shares you will be allotted will be rounded down to the nearest whole number.

6 Donation to Charity

Your allocation of shares will be rounded down to the nearest whole number of Shares and the residual value will be donated to the Children’s Cancer Institute Australia (ABN 41 072 279 559). The donated amount per application will always be less than the Issue Price for one Share.

7 The Shares

Shares issued under the SPP will rank equally with existing Shares quoted on ASX, with the same voting rights, dividend rights and other entitlements.

8 Waiver, Amendment, Suspension and Withdrawal

Brickworks may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, or suspend or withdraw the offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where Brickworks does not notify you of the event. Brickworks’ rights and discretions referred to in these Terms and Conditions may be exercised by its board of directors or any delegate of the board.

9 Dispute Resolution

Brickworks may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Brickworks will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

10 Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales and are to be interpreted in accordance with their spirit, intention and purpose.

11 Underwriting

The SPP will not be underwritten.