

Share/CUFS Information

(Not forming part of the Financial Statements)

James Hardie Industries N.V. voting rights:

As of May 6, 2002 James Hardie Industries N.V. had on issue 455,669,043 CHESS Units of Foreign Securities ("CUFS") issued over 455,669,043 ordinary shares held by CHESS Depository Nominees Pty Ltd ("CDN") on behalf of 22,158 CUFS holders. Each ordinary share carries the right to one vote. CUFS holders can direct CDN how to vote the ordinary shares on a one vote per CUFS basis. Options carry no voting rights.

James Hardie Industries N.V. distribution schedule as at May 6, 2002:

| Size of Holding | CUFS | | Options | |
|------------------|---------|-------------|---------|-----------|
| | Holders | Holdings | Holders | Holdings |
| 1 – 1,000 | 7,420 | 3,803,180 | – | – |
| 1,001 – 5,000 | 10,623 | 26,562,039 | – | – |
| 5,001 – 10,000 | 2,375 | 16,491,438 | 40 | 340,683 |
| 10,001 – 100,000 | 1,553 | 33,805,240 | 66 | 2,636,750 |
| 100,001 and over | 187 | 375,007,146 | 23 | 6,907,297 |
| Totals | 22,158 | 455,669,043 | 129 | 9,884,730 |

In the 1 – 1,000 range 78 CUFS holders held less than a marketable parcel.

James Hardie Industries N.V. substantial CUFS holders as at May 6, 2002:

Holdings shown below are as disclosed in and at the date of notice lodged with Australian Stock Exchange Ltd ("ASX").

| Name | CUFS |
|---|------------|
| Commonwealth Bank of Australia and its subsidiaries | 64,263,319 |
| Credit Suisse First Boston Group and its affiliates | 31,967,080 |
| Merrill Lynch Investment Managers Ltd | 37,987,966 |

James Hardie Industries N.V. 20 largest CUFS holders and their holdings as at May 6, 2002:

| Name | CUFS | Number | % of capital | Position |
|--|------|-------------|--------------|----------|
| Citicorp Nominees Pty Ltd | | 64,869,828 | 14.24 | 1 |
| JP Morgan Nominees Australia Ltd | | 64,712,892 | 14.20 | 2 |
| RBC Global Services Australia Nominees Pty Ltd | | 49,620,494 | 10.89 | 3 |
| National Nominees Ltd | | 32,668,879 | 7.17 | 4 |
| Westpac Custodian Nominees Ltd | | 27,171,559 | 5.96 | 5 |
| Commonwealth Custodial Services Ltd | | 13,956,314 | 3.06 | 6 |
| Queensland Investment Corporation | | 13,910,388 | 3.05 | 7 |
| AMP Life Ltd | | 9,443,298 | 2.07 | 8 |
| MLC Ltd | | 8,673,517 | 1.90 | 9 |
| Cogent Nominees Pty Ltd | | 8,279,892 | 1.82 | 10 |
| Australian Foundation Investment Company Ltd | | 5,935,404 | 1.30 | 11 |
| Madingley Nominees Pty Ltd | | 5,121,200 | 1.12 | 12 |
| Invia Custodian Pty Ltd | | 3,792,187 | 0.83 | 13 |
| ANZ Nominees Ltd | | 3,770,314 | 0.83 | 14 |
| Colonial Investment Services Ltd | | 3,417,509 | 0.75 | 15 |
| Millenium Pty Ltd | | 3,400,500 | 0.75 | 16 |
| Sherwood House Nominees Pty Ltd | | 3,310,250 | 0.73 | 17 |
| Raasay Pty Ltd | | 3,220,268 | 0.71 | 18 |
| JP Morgan Custodial Services Pty Ltd | | 2,865,681 | 0.63 | 19 |
| HSBC Custody Nominees (Australia) Ltd | | 2,304,732 | 0.51 | 20 |
| Totals | | 330,445,106 | 72.52 | |

James Hardie Industries N.V. share/CUFS buy-back

James Hardie Industries N.V. does not have a current on-market buy-back program at the date of this annual report.

James Hardie Industries N.V. options

Options changes during the period April 1, 2002 and May 6, 2002:

| Expiry dates: | Dec 17, 2011 | Nov 1, 2010 | Nov 1, 2009 | Reduction in | Shares allotted |
|-------------------|--------------|-------------|-------------|--------------|-----------------|
| Exercise prices: | A\$ 5.65 | A\$ 3.68 | A\$ 3.72 | options | on exercise |
| Particulars | | | | | |
| Options exercised | – | 110,000 | 120,524 | 230,524 | 230,524 |
| Options cancelled | 682,824 | 147,380 | 24,104 | 854,308 | – |

No options were granted during the period April 1, 2002 to May 6, 2002

James Hardie Industries N.V. takeover regime

The Articles of Association of James Hardie Industries N.V. (JHI NV) currently include takeover provisions which seek to reproduce the takeover regime established by the Corporations Act 2001 (the *Australian Takeovers Code*) in a more limited form. The purpose of these provisions is to ensure that the Eggleston principles, which underpin the Australian Takeovers Code, are complied with if a substantial interest is acquired in JHI NV.

In addition to a takeover bid made in accordance with JHI NV Articles of Association, a merger (which is simpler to a Corporations Act 2001 scheme of arrangement) may also be effected under Dutch law.

(a) Outline of the JHI NV takeover regime

The takeover regime contained in the JHI NV Articles of Association prohibits a person from holding JHI NV shares if, because of an acquisition of a relevant interest or any person in that share:

(i) the number of JHI NV shares in which any person (including the holder) directly or indirectly acquires a relevant interest increases from 20% or below to over 20%, or increases from a starting point that is above 20% and below 90%, of the issued and the outstanding share capital of JHI NV; or

(ii) the voting rights which any person (including the holder) directly or indirectly is entitled to exercise at a general meeting or shareholders increase from 20% or below to over 20%, or increases from a starting point that is above 20% and below 90%, of the total number of such voting rights which may be exercised by any person at a general meeting of shareholders.

The prohibition is subject to various exceptions set out in the Articles, which include acquisitions that result from acceptance of offers under a takeover bid, various prescribed on-market transactions, acquisitions which result in a person's voting power increasing by not more than 3% in a 6 month period, acquisitions which have received approval by the general meeting or by the Supervisory Board in certain circumstances, and acquisitions through operation of law.

(b) Takeover bids

A "takeover bid" for the purposes outlined above is a bid for JHI NV shares or JHI NV CUFS that complies with the Eggleston Principles as well as other takeover principles set out in the Articles of Association at all relevant times.

The takeover principles are taken to be satisfied if a bid is made in compliance, so far as practical, at all relevant times with the procedures for conducting off market bids under Part 6.4, 6.5, 6.6 and 6.8 of the Corporations Act 2001. Any requirement under those provisions for a document to be lodged with ASIC being taken to be satisfied if the document filed with ASX instead.

In response to receiving a takeover bid, JHI NV must give all holders of the Bid Securities a document which is analogous to a target's statement under the Australian Takeovers Code.

(c) Enforcement

If the prohibition outlined above is breached, JHI NV has several powers available to it under the Articles of Association to enforce the breach. These include powers to require the disposal of JHI NV shares, disregard the exercise of votes and suspended dividend rights.

The Supervisory Board may cause JHI NV to exercise these powers only if it has first obtained a ruling from a court of competent jurisdiction that a breach of the prohibition has occurred and is occurring. Alternatively, these powers may be exercised without having recourse to the court if the Company receives advice to the effect from a senior corporate barrister or solicitor where the bidder has the right to make submissions. The Company's right to exercise these powers by complying with these procedures must be renewed by shareholder approval every 5 years or they lapse.

(d) Tracing of beneficial interests

The Articles of Association also include a provision analogous to that found in the Corporations Act 2001 that gives JHI NV the power to require the holder of a JHI NV share or JHI NV CUFS to give the Company (or procure any relevant person to give to the Company) within 2 business days after receiving the notice a statement in writing setting out certain prescribed details relating to the relevant interest.

Shareholder Information/Enquiries

All enquiries and correspondence regarding shareholdings should be referred to the Share Registrar.

Share Registrar

Computershare Investor Services Pty Ltd (Computershare)
Level 3, 60 Carrington Street,
Sydney NSW 2000, Australia
or GPO Box 7045, Sydney NSW 1115, Australia
Telephone within Australia 1300 855 080
Telephone outside Australia (61 3) 9611 5711
Facsimile (61 2) 8234 5050
Email sydney.services@computershare.com.au
Website www.computershare.com

Annual Report

All shareholders are entitled to receive a copy of the Annual Report. Holders who do not require the Annual Report or who receive more copies than required should notify Computershare at the above address.

Dividends and other cash distributions

Shareholders have a choice between receiving distributions by cheque or by electronic funds transfer to an Australian bank account. To participate in the electronic service, holders should contact Computershare at the above address.

Dividends paid by JHI NV to residents outside The Netherlands are subject to compliance with Dutch withholding tax requirements.

Operational Headquarters

26300 La Alameda, Suite 100,
Mission Viejo, CA 92691 USA
Telephone (1 949) 348 1800
Facsimile (1 949) 367 0185
Website www.jameshardie.com

Investor Relations

3rd Level, 22 Pitt Street,
Sydney NSW 2000, Australia
Telephone (61 2) 8274 5305
Facsimile (61 2) 8274 5218
Email investor.relations@jameshardie.com.au
Website www.ir.jameshardie.com.au

Australian Registered Office

James Hardie Industries N.V.
ARBN 097 829 895
3rd Level, 22 Pitt Street,
Sydney NSW 2000, Australia
Telephone (61 2) 8274 5274

Treasury and Registered Office

4th Level, Atrium, unit 04-07,
Strawinskylaan 3077,
1077 ZX Amsterdam, The Netherlands

Independent Accountants

PricewaterhouseCoopers LLP
Los Angeles, California, USA

Stock Exchange Listings:

Australia – Australian Stock Exchange Limited

James Hardie Industries N.V. (JHI NV) shares are listed on the Australian Stock Exchange Ltd (ASX) in the form of CHESS Units of Foreign Securities (or CUFS). CUFS represent beneficial ownership of JHI NV shares the legal ownership of which is held by CHESS Depository Nominees Pty Ltd. JHI NV CUFS trade under the code JHX.

USA – New York Stock Exchange Inc.

In the United States five JHI NV CUFS equal one Bank of New York issued American Depository Receipt (or ADR) and trade on the New York Stock Exchange under the code JHX. All enquiries and correspondence regarding ADR's should be referred to The Bank of New York.

Website www.adrbny.com

Place of Incorporation

James Hardie Industries N.V. is incorporated in The Netherlands with its corporate seat in Amsterdam. The liability of members is limited.

James Hardie Industries N.V. Annual Accounts

A copy of the annual accounts of James Hardie Industries N.V. may be obtained by contacting the Company's Operational Headquarters, Investor Relations or Treasury and Registered Office, or on our website at www.jameshardie.com.

Forward-looking Statements

This Annual Report contains forward-looking statements. Words such as "believe," "anticipate," "plan," "expect," "intend," "target," "estimate," "project," "predict," "forecast," "guideline," "should," "aim" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors, which are further discussed in our periodic reports submitted to the Securities and Exchange Commission on Forms 20-F and 6-K and in our other filings, include but are not limited to: competition and product pricing in the markets in which we operate; general economic and market conditions; compliance with, and possible changes in, environmental and health and safety laws; dependence on cyclical construction markets; the supply and cost of raw materials; our reliance on a small number of product distributors; the consequences of product failures or defects; exposure to environmental or other legal proceedings; and risks of conducting business internationally. We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those contained in forward-looking statements. Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments.