

28 September 2021

The Manager, Listings
Australian Securities Exchange
ASX Market Announcements
Exchange Centre
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Sydney NSW 2000

Boral Limited

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Dear Sir

2021 Annual General Meeting

We attach the following documents:

- Notice of Annual General Meeting (AGM) 2021
- Sample Proxy Form
- Meeting Online Guide.

These documents will also be posted on Boral's website www.boral.com.

Boral Limited will hold its AGM at 10:30 am (Sydney time) on Thursday, 28 October 2021.

Given the uncertainty created by the ongoing COVID-19 situation, and in the interests of the health and safety of our shareholders and staff, the Boral Board has decided that shareholders will be able to participate in our 2021 AGM online.

Shareholders will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the meeting online in real time at <https://agmlive.link/BLD21>.

The Notice of Meeting and Meeting Online Guide include detailed information about how shareholders can participate in the AGM online including how to register, view proceedings, vote and ask questions.

Authorised for release by:

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Dominic Millgate
Company Secretary

Annual General Meeting

28 September 2021

Dear Shareholder

It is my pleasure to invite you to the 2021 Annual General Meeting (AGM) of Boral Limited. The meeting will be held on Thursday, 28 October 2021 at 10.30am (Sydney time).

Participating in the AGM online

Having regard to the uncertainty created by the ongoing COVID-19 situation, and in the interests of the health and safety of our shareholders and staff, the Boral Board has decided that shareholders will be able to participate in our 2021 AGM online at <https://agmlive.link/BLD21>. Shareholders will not be able to attend the 2021 AGM physically, but will instead be able to view and participate in the meeting online in real time.

Further information on how to participate is set out in the Notice of Meeting and the Online Meeting Guide. The Online Meeting Guide has been lodged with the ASX and posted on Boral's website at www.boral.com/annual-general-meetings.

Shareholders who are unable to participate in the meeting online are encouraged to appoint a proxy on their behalf. You may appoint a proxy by accessing our share registry's website at www.linkmarketservices.com.au and following the prompts, or by following the instructions in the proxy form. Proxy appointments must be received by 10.30am (Sydney time) on Tuesday, 26 October 2021.

Even if you plan to participate in the meeting online, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot vote on the day (for example, if there is an issue with your internet connection on the day of the meeting).

We also invite you to submit questions to the Company or auditor in advance of the meeting online at www.linkmarketservices.com.au. Questions submitted this way must be received by no later than 5pm (Sydney time) on Thursday, 21 October 2021.

Board changes

A number of Board changes were announced on 30 July 2021 following the close of Seven Group Holdings Limited's (SGH) offer for Boral shares and SGH's resulting 69.6% ownership interest in Boral. Consistent with that announcement, Richard Richards will seek election by shareholders at the AGM, and Deborah O'Toole and Peter Alexander will retire at the conclusion of the AGM. I thank both Deborah and Peter for their substantial contribution to the Board.

The Board's renewal plan is focused on recruiting two new independent Directors, with the intention to have a majority of independent Directors going forward, with an appropriate governance framework consistent with promoting the best interests of all shareholders. As part of that framework, I am pleased to confirm that Rob Sindel will Chair the Independent & Related Party Committee and take on the role of Lead Independent Director.

Welcome to the 2021 AGM

The AGM is an important event in Boral's annual calendar. I look forward to this opportunity to engage with Boral's shareholders and welcoming you to my second AGM, which will be my first as Chairman of this great Australian company.

My Address and the CEO & Managing Director's Address to the AGM will be lodged with the ASX and posted on Boral's website on the day of the meeting.

Yours sincerely



Ryan Stokes AO
Chairman

Notice of Meeting

NOTICE IS GIVEN THAT THE ANNUAL GENERAL MEETING (AGM) OF SHAREHOLDERS OF BORAL LIMITED WILL BE HELD ON THURSDAY, 28 OCTOBER 2021 AT 10.30AM (Sydney time).

Shareholders and proxyholders can register, view and participate in the AGM at <https://agmlive.link/BLD21>.

Online registration will open at 9.30am (Sydney time). To register, shareholders will need to log in through a compatible web browser using a computer, tablet or mobile device with an internet connection. Please refer to the Online Meeting Guide at www.boral.com/annual-general-meetings for further details.

BUSINESS

Item 1: Financial Reports

To consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

Item 2: Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"To elect Richard Richards as a Director."

Item 3: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"To adopt the Remuneration Report for the year ended 30 June 2021."

Voting Exclusion Statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the key management personnel of the Company (KMP) named in the 2021 Remuneration Report or a closely related party of those persons (such as close family members and any companies the person controls), regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or a closely related party of those persons,

unless the vote is cast as proxy for a person who is entitled to vote on Item 3, and:

- the vote is cast in accordance with a direction on the Proxy Form; or
- in the absence of a direction on the Proxy Form, the vote is cast by the Chairman of the Meeting and the Chairman has received express authority to vote undirected proxies as the Chairman decides (see 'How to vote' section).

Item 4: Award of LTI Rights to Zlatko Todorcevski, CEO & Managing Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That approval is given for the award to Zlatko Todorcevski, the CEO & Managing Director, of rights to fully paid ordinary shares in the Company as an LTI award on the terms described in the Explanatory Notes to this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes on Item 4:

- cast in favour of the resolution by or on behalf of Zlatko Todorcevski or his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a member of the KMP on the date of the AGM or a closely related party of those persons.

However, votes will not be disregarded if they are cast:

- as proxy or attorney for a person entitled to vote in accordance with a direction given to the proxy or attorney to vote in that way;
- by the person chairing the meeting as proxy for a person entitled to vote, in accordance with an express authorisation to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Item 5: Potential return of capital to shareholders

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That approval is given for the purposes of Part 2J.1 of the Corporations Act and for all other purposes for the Company to reduce its share capital by up to \$3 billion by way of an equal capital reduction, on the terms described in the Explanatory Notes accompanying this Notice of Meeting.”

Item 6: Change of auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Deloitte Touche Tohmatsu, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as Auditor of the Company.”

The enclosed ‘How to vote’ section and Explanatory Notes contain further information about the matters to be considered at the AGM and form part of this Notice of Annual General Meeting.

By order of the Board



Dominic Millgate

Company Secretary
Sydney, 28 September 2021

Voting at the Meeting

- The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm (Sydney time) on Tuesday, 26 October 2021.
- Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to vote at the AGM.
- All items of business set out in the Notice of Meeting will be decided by way of a poll.
- As previously noted, shareholders are encouraged to lodge a directed proxy by 10:30am (Sydney time) on Tuesday, 26 October 2021 even if they plan to participate in the meeting online.

Appointing a proxy

- A member has the right to appoint a proxy. The proxy of a member does not need to be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the member's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one half of those votes (and fractions will be disregarded).
- If a member appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the member's votes on Item 3 or Item 4 unless the member directs the KMP how to vote or the Chairman of the Meeting is the member's proxy. If a member appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the member's proxy by default, and the member does not mark a voting box for Item 3 or Item 4, then by submitting the Proxy Form the member will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant Item even though the Item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Submitting your proxy form

- Details for completion and lodgment of proxies are outlined on the Proxy Form. Proxy forms can be downloaded at www.linkmarketservices.com.au. The Proxy Form must be received by the Company at least 48 hours prior to the AGM – that is, no later than 10.30am (Australian Eastern Daylight Time) on Tuesday, 26 October 2021.
- The Proxy Form may be sent:
 - By post to:
Locked Bag A14, Sydney South NSW 1235
 - By fax to:
Link Market Services Limited on +61 2 9287 0309
 - Lodged online at:
www.linkmarketservices.com.au
(go to "Voting" and follow the prompts)

Appointing a corporate representative

- A member of the Company who is a body corporate, or a proxy who is a body corporate, may appoint a person to act as their representative at the AGM by providing that person with:
 - a letter or certificate, executed in accordance with the body corporate's constitution or the Corporations Act 2001 (Cth), authorising the person as a representative; or
 - a copy of the resolution, certified by a secretary or a director of the body corporate, appointing the person as a representative.
- A copy of the Corporate Representative Form should be lodged with Link Market Services prior to close of proxies.

Lodging a question prior to the AGM

- If you wish to submit a question in writing to the Chairman or the Auditor in advance of the meeting, please submit your questions online at www.linkmarketservices.com.au. Questions submitted this way must be received at least five business days prior to the AGM (that is, by 5pm (Sydney time) on Thursday, 21 October 2021) to allow time to collate questions and prepare answers. The Company will not provide written answers to individual questions, however during the meeting, the Chairman or the CEO & Managing Director will seek to address as many of the more frequently raised topics as possible.

Participating online

- Shareholders and proxyholders can watch, ask questions, make comments and vote in real time during the AGM through an online facility at <https://agmlive.link/BLD21>.
- To register, shareholders will need their shareholder number and postcode. Proxyholders will need their proxy number which will be provided by Link Market Services following lodgement of the proxy appointment and no later than 24 hours prior to the meeting. Online participants should register at least 15 minutes before the AGM.
- Shareholders and proxyholders will be given an opportunity to ask questions in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM. Dial-in details for the AGM and contact details for Link Market Services are included in the Online Meeting Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.
- Further information can be found in the Online Meeting Guide, which has been lodged with the ASX and posted on Boral's website.

Technical difficulties

- The Chairman has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.
- In the event that the Chairman is unable to chair the meeting due to a technical difficulty, it is intended that Rob Sindel, Lead Independent Director, will chair the meeting.

ITEM 1 – FINANCIAL REPORTS

The Financial Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report. A copy of the Annual Report can be found on the Company's website at www.boral.com.

While the Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year to be laid before the AGM, neither the Corporations Act nor the Company's Constitution require shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the AGM to ask questions about those reports and on the management of the Company. Shareholders will also have a reasonable opportunity to ask the Auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company, and the independence of the Auditor in relation to the conduct of the audit.

ITEM 2 – ELECTION OF DIRECTOR

Since the 2020 AGM, Richard Richards has been appointed to the Board. In accordance with the Company's Constitution, Richard retires at the 2021 AGM and, being eligible, offers himself for election by shareholders.

The Board has conducted appropriate checks into Richard's background and experience, and considers that Richard's skills and experience will enhance the skills and experience represented on the Board, including in the areas of operational experience in the sector and strong financial experience.

Item 2.1 Election of Richard Richards**Richard Richards, age 53**

Richard Richards rejoined the Boral Board on 30 July 2021.

Mr Richards is the Chief Financial Officer of Seven Group Holdings Limited (SGH) and is responsible for finance across the diversified conglomerate (including equipment manufacture, sales and service, equipment hire, investments, property, media and oil and gas). SGH and its associated entities hold a relevant interest in up to 69.6% of the shares of Boral as at 28 September 2021.

He is a Director of WesTrac, AllightSykes and SGH Energy and is a Director and Chair of the Audit & Risk Committee of Coates Hire. He is a Director of Beach Energy and a member of its Audit & Risk Committee.

Mr Richards joined SGH in October 2013 from the diverse industrial group, Downer EDI, where he was Deputy Chief Financial Officer responsible for group finance across the company for three years. Prior to joining Downer EDI, Mr Richards was CFO for the Family Operations of LFG, the private investment and philanthropic vehicle of the Lowy Family for two years. Prior to that, he held senior finance roles at Qantas for over 10 years.

Mr Richards has a Bachelor of Commerce/Laws (Hons) from Bond University, a Master of Laws from the University of Sydney and a Master of Applied Finance from Macquarie University. He is both a Chartered Accountant and admitted as a solicitor in NSW.

Directors' recommendation

Accordingly, for the reasons outlined above, the Board (with Mr Richards abstaining) recommends the election of Mr Richards.

ITEM 3 – REMUNERATION REPORT

The Remuneration Report is part of the Directors’ Report and is set out on pages 59 to 83 of the 2021 Annual Report.

The Remuneration Report:

- demonstrates the links between Boral’s remuneration policies and Boral’s performance; and
- provides the required remuneration details for each of the Directors and other members of the KMP.

The Board submits the Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary resolution, as required by the Corporations Act.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Company respects the views of its shareholders and will take the outcome of the vote into account when considering remuneration policy in the future.

Directors’ recommendation

The Board recommends shareholders vote in favour of the resolution to adopt the Remuneration Report.

ITEM 4 – AWARD OF LTI RIGHTS TO ZLATKO TODORCEVSKI, CEO & MANAGING DIRECTOR

Shareholder approval is being sought to allocate to the Company’s CEO & Managing Director, Zlatko Todorcevski, rights to receive fully paid ordinary shares in the Company as Mr Todorcevski’s long-term incentive (LTI) grant for FY2022 (LTI Rights).

If shareholder approval is obtained, the rights will be granted under Boral’s Equity Incentive Plan.

Why is approval sought?

The Company is seeking approval for the proposed grant of rights to Mr Todorcevski for the purposes of ASX Listing Rule 10.14, which requires the Company to obtain shareholder approval in order to issue securities to a director under an employee incentive scheme, and in the interests of transparency and good governance. As the Managing Director, Mr Todorcevski is covered by ASX Listing Rule 10.14.1.

Overview

The LTI Rights will be subject to a relative Total Shareholder Return (TSR) hurdle.

The LTI Rights will be tested on or around 1 September 2024, with no re-testing.

The Board believes that a relative TSR hurdle measured against constituents of the S&P/ASX 100 Index provides alignment between comparative shareholder returns and reward for Mr Todorcevski, and provides reasonable alignment with diversified portfolio investors.

What is the CEO’s proposed LTI for FY2022?

The Board is proposing that Mr Todorcevski be granted LTI Rights with a face value of \$2,280,000 being 120% of his Fixed Annual Remuneration (FAR) as at 1 July 2021.

Importantly, the actual value (if any) that Mr Todorcevski may receive from this LTI award cannot be determined until after the end of the three year performance period, because it is dependent on whether the performance hurdle is achieved and the share price at the time of vesting.

The formula used to calculate the number of LTI Rights is set out below.

$$N = \frac{(120\% \times \text{FAR})}{\text{Face value of a Boral Share}}$$

N is the number of LTI Rights to be allocated to Mr Todorcevski. If N is a fractional number, it will be rounded up to the nearest whole number.

120% is the percentage of Mr Todorcevski’s annual FAR applicable for Mr Todorcevski’s LTI for FY2022.

Face value of a Boral share is \$6.0389, being the volume weighted average price (VWAP) of Boral shares on the ASX during the 30 trading days up to and including 10 May 2021, which was the last full trading day before receipt of SGH’s takeover offer. This 30 trading day period smooths volatility in the share price and excludes the immediate impact of the takeover offer on the share price.

Based on this formula, the number of LTI Rights to be allocated is 377,553.

TSR performance hurdle

The TSR performance hurdle will be measured by comparing the TSR of the Company with the TSRs of a comparator group comprising the companies in the S&P/ASX 100 Index on 30 June 2021. The period over which the TSR of the Company is compared with the TSRs of companies in the comparator group is the three-year period commencing on 30 June 2021 (Performance Period).

For the purposes of calculating TSR, share prices will be determined by reference to:

- for the opening share price, the VWAP during the 60 trading days ending on the first day of the Performance Period; and
- for the closing share price, the VWAP during the 60 trading days ending on the last day of the Performance Period.

The Board has the discretion to adjust the comparator group to take into account events, including but not limited to, takeovers, mergers or de-mergers that might occur during the Performance Period.

The percentage of LTI Rights which may vest is based on a sliding scale as follows:

If at the end of the Performance Period, the TSR of the Company:	Percentage of LTI Rights which will vest is:
Does not reach the 50th percentile of the TSRs of the S&P/ASX 100	Nil
Reaches the 50th percentile of the TSRs of the S&P/ASX 100	50%
Is between the 50th percentile and the 75th percentile of the S&P/ASX 100	Progressive pro rata vesting from 50% to 100% (i.e. on a straight-line basis)
Reaches or exceeds the 75th percentile of the TSRs of the S&P/ASX 100	100%

The percentage that does not vest following the end of the Performance Period will lapse (i.e. there will be no further testing).

Vesting

Following vesting, the LTI Rights will become exercisable. On exercise, the LTI Rights will be converted to fully paid ordinary shares in the Company or, at the Board's discretion, Mr Todorcevski may instead receive a cash-equivalent payment. Any shares delivered to Mr Todorcevski on vesting and exercise of his LTI Rights may be purchased on-market or issued by the Company. No amount will be payable by Mr Todorcevski for those shares.

The LTI Rights do not carry any voting rights. Upon exercise of vested LTI Rights, Mr Todorcevski will receive additional shares equal in value to any dividends accrued and notionally reinvested (to acquire additional shares) during the period from vesting to the exercise date of the LTI Rights. The number of additional shares allocated for each dividend will be calculated with reference to the number of underlying shares (including any additional shares from earlier dividends notionally reinvested to acquire shares), divided by the closing price of a Boral share on ASX on the relevant ex-dividend date.

Post-exercise trading restriction

Shares allocated following the exercise of vested LTI Rights will be subject to disposal restrictions until the later of 12 months following vesting and when Mr Todorcevski exceeds the applicable minimum shareholding requirement. The Board can determine to release disposal restrictions so that Mr Todorcevski can sell a sufficient number of Shares to meet tax obligations.

Cessation of employment**Unvested LTI Rights**

If Mr Todorcevski resigns or his employment is terminated for cause (for example, as a consequence of misconduct or fraud), any unvested LTI Rights will lapse. If Mr Todorcevski ceases employment in any other circumstance, Mr Todorcevski will generally be permitted to retain a pro-rata amount of his unvested LTI Rights (based on time completed). The retained LTI Rights will remain 'on foot' and may vest at the normal vesting date, subject to the satisfaction of the relevant performance hurdles.

The Board retains an overriding discretion to determine that a different treatment should apply.

Vested LTI Rights

If Mr Todorcevski resigns or his employment is terminated for cause, all vested but unexercised LTI Rights will lapse on the date employment ceases, unless the Board determines otherwise. If Mr Todorcevski ceases employment in any other circumstance, vested LTI Rights must be exercised within 90 days of cessation. Any LTI Rights not exercised within this period will lapse.

Shares

Mr Todorcevski will be unable to dispose of any shares held for a period of 12 months following cessation of employment (except where the sale of shares is required to meet tax obligations).

Change of control

The Board has absolute discretion to determine that some or all of the unvested LTI Rights will vest if there is a takeover or other event likely to result in a change in control of the Company.

In exercising this discretion, the Board will have regard to all relevant circumstances.

Preventing inappropriate or unfair benefits

Mr Todorcevski's rights are subject to forfeiture or 'clawback' provisions that the Board may apply in certain circumstances to ensure that Mr Todorcevski does not obtain an inappropriate or unfair benefit, for instance if there is a material misstatement in the Company's accounts.

Boral Equity Incentive Plan

The Board may amend or waive terms under the Boral Equity Incentive Plan, subject to the ASX Listing Rules. Subject to the Listing Rules, the Board may make such adjustments to rights awarded under the Plan as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Mr Todorcevski resulting from a corporate action such as a capital raising or capital reconstruction. The Remuneration Report in the Company's Annual Report for the financial year ended 30 June 2021 contains further details about the Boral Equity Incentive Plan.

Additional information provided for shareholders in accordance with ASX Listing Rules:

- Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Todorcevski's current total remuneration:

Fixed Annual Remuneration (FAR)	\$1,900,000
FY2022 Short Term Incentive	90% of FAR at Target (120% of FAR at Maximum)
FY2022 Long Term Incentive	120% of FAR

- 1,189,162 rights have previously been issued to Mr Todorcevski under the Boral Equity Incentive Plan.
- The Company grants LTI Rights under the Boral Equity Incentive Plan because they create share price alignment between Mr Todorcevski and shareholders while providing greater flexibility than shares.
- Assuming that shareholder approval is forthcoming, the Company intends to grant the LTI Rights to Mr Todorcevski immediately after the AGM and, in any event, no later than 12 months after approval is obtained. If not approved, the remuneration intended to be delivered by way of LTI Rights may be delivered in cash, but only if the performance hurdles which would otherwise have applied are satisfied.
- No amount will be payable by Mr Todorcevski for LTI Rights granted under the Boral Equity Incentive Plan as they form part of his total remuneration package.
- No other Director of the Company is entitled to participate in Boral's Equity Incentive Plan.
- No loan will be made by the Company in connection with the award of LTI Rights or the allocation to Mr Todorcevski of any shares on vesting of those rights.
- Details of any LTI Rights issued to Mr Todorcevski under the Boral Equity Incentive Plan will be published in Boral's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of rights under the Boral Equity Incentive Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

The Board (with Mr Todorcevski abstaining) recommends that shareholders vote in favour of the resolution to approve the grant of LTI Rights to Mr Todorcevski.

ITEM 5 – POTENTIAL RETURN OF CAPITAL TO SHAREHOLDERS**Background**

Boral has previously announced:

- the divestment of Meridian Brick for US\$250 million (Boral's share US\$125 million)
- the divestment of the North American Building Products business for US\$2.15 billion, and
- the divestment of Boral's Timber business for A\$64.5 million.

Post the receipt of proceeds from these divestments, Boral will have significant surplus capital. Subject to prevailing conditions and other reinvestment opportunities, surplus capital will be available for distribution to shareholders. The form of returning capital to shareholders will take into account what is in the best interests of shareholders as a whole.

Boral intends to target the bottom end of the net debt target range of \$0.9 billion to \$1.1 billion. Subject to receipt of divestment proceeds, Boral expects to be in a position to return up to \$3 billion of surplus capital by way of an equal capital reduction, subject to the Australian Taxation Office (ATO) confirming that any such payment will not be treated as a dividend for Australian income tax purposes.

Shareholder approval is being sought to give Boral the flexibility to return up to \$3 billion in this way.

If the Board determines to return capital, the reduction of capital will be effected by the Company paying to each registered holder of fully paid ordinary shares in the Company, as at a date and time to be specified by the Board, the pro rata amount of the capital reduction per ordinary share. Any reduction in capital pursuant to this approval is expected to occur no later than 28 October 2022.

Before making any capital return, Boral will consider its requirements for future capital in light of all the circumstances that exist at the time. Surplus capital will only be returned if it is in excess of Boral's immediate and known requirements.

Equal reduction

The potential return of capital would constitute an equal reduction of Boral's share capital for the purposes of the Corporations Act. This is because it relates only to fully paid ordinary shares, it applies to each holder of shares in proportion to the number of shares they hold, and the terms of the reduction are the same for each holder of shares.

No shares will be cancelled in connection with the return of capital. Accordingly, the return of capital will not affect the number of shares held by each shareholder, nor will it affect the control of Boral.

An equal capital reduction must comply with the following requirements of the Corporations Act:

- the reduction must be fair and reasonable to the Company's shareholders as a whole; and
- the reduction must not materially prejudice the Company's ability to pay its creditors.

The Board is satisfied that these requirements will be met, noting that the reduction applies equally and will be paid out of surplus capital (and only after divestment proceeds have actually been received).

If the capital reduction is implemented, Boral's shares may trade at a lower price than they would have if the capital reduction had not been made. This is due to the return of funds to shareholders and the consequent reduction in shareholders' funds held by the Company.

Tax implications

No adverse tax consequences are expected to arise for Boral from the capital return.

A Class Ruling request will be submitted by the Company to the ATO requesting confirmation of the Australian income tax implications for shareholders who hold their shares on capital account for tax purposes. The Class Ruling is expected to confirm that:

- no part of the proposed capital reduction will be treated as a dividend for income tax purposes; and
- instead, the cost base for each share will be reduced by the amount of the proposed capital reduction for the purposes of calculating any capital gain or loss on the ultimate disposal of that share. An immediate capital gain will arise for shareholders where the cost base of a share is less than the amount of the proposed capital reduction.

The above is subject to confirmation or change in any final Class Ruling issued by the ATO. The Company will make the final Class Ruling available on its website as soon as reasonably practicable after it is issued.

The information in this notice of meeting does not take into account the individual circumstances of each shareholder and does not constitute tax advice. Accordingly, shareholders should seek their own professional advice in relation to their tax position.

Shareholders who are not residents of Australia for tax purposes should seek specific advice in relation to the taxation consequences arising under the laws of their country of residence.

Directors' interests

As at the date of this Notice of Meeting, Boral Directors have the following direct or indirect interests in ordinary fully paid Boral shares:

Director	Interest
Ryan Stokes	1,000
Zlatko Todorcevski	151,000
Peter Alexander	83,871
Karen Moses	45,482
Paul Rayner	172,432
Richard Richards	1,000
Rob Sindel	46,060
Deborah O'Toole	16,000

No other material information

As required by the Corporations Act, Boral has set out in these Explanatory Notes all information known to Boral that is material to the decision on how to vote on Item 5.

Directors' recommendation

The Board (with Mr Stokes and Mr Richards abstaining) recommends that shareholders vote in favour of the resolution.

ITEM 6 – CHANGE OF AUDITOR

Following a competitive tender process, the Board has selected Deloitte Touche Tohmatsu (Deloitte) to be appointed as the new auditor of the Company and its controlled entities.

Deloitte has given its written consent to act as auditor, subject to shareholder approval and the Australian Securities and Investments Commission's (ASIC's) consent to KPMG's resignation.

KPMG will resign as auditor with effect from the close of the AGM and seek consent from ASIC for the resignation in accordance with the Corporations Act.

The Corporations Act also requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Kylie FitzGerald, the Group Communications & Investor Relations Director, who is a member of the Company. A copy of this nomination is set out below:

To: Boral Limited
Level 18, 15 Blue Street
North Sydney NSW 2060

Nomination of Deloitte for appointment as auditor

In accordance with s 328B of the Corporations Act 2001 (Cth), I, Kylie FitzGerald, nominate Deloitte for appointment as Boral Limited's auditor at Boral Limited's next annual general meeting or any postponement or adjournment of that meeting.

Yours sincerely



Kylie FitzGerald
Shareholder

If this resolution is passed, the appointment of the new auditor will take effect at the close of the AGM.

Directors' recommendation

The Board recommends that shareholders vote in favour of the resolution.

BORAL LIMITED
ABN 13 008 421 761

Level 18, 15 Blue Street,
North Sydney NSW 2060

PO Box 1228,
North Sydney NSW 2059

t: +61 2 9220 6300
w: www.boral.com
e: info@boral.com.au

SHARE REGISTRY

c/- Link Market Services
Level 12, 680 George St,
Sydney NSW 2000

Locked Bag A14,
Sydney South NSW 1235

t: +61 1300 730 644
w: www.linkmarketservices.com.au
e: boral@linkmarketservices.com.au

AGM DETAILS

The Annual General Meeting
of Boral Limited will be held on
Thursday, 28 October 2021
at 10.30am (Sydney time).

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

LODGE YOUR PROXY FORM



ONLINE

www.linkmarketservices.com.au



BY MAIL

Boral Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 730 644 Overseas: +61 1300 730 644

PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am on Tuesday, 26 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses, subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. A separate Proxy Form should be used for each proxy. An additional Proxy Form may be obtained by telephoning Link Market Services on the phone number set out above or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting online the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to close of proxies in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Boral Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the meeting online.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 28 October 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a meeting online and you can participate by logging in online at <https://agmlive.link/BLD21> (refer to details in the Online Meeting Guide). You can view and download the **Notice of Annual General Meeting and Explanatory Memorandum** at the Company's website at <https://www.boral.com/annual-general-meetings>

Important for Items 3 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by submitting this form you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 3 & 4, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Election of Richard Richards as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Potential return of capital to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Award of LTI Rights to Zlatko Todorcevski, CEO & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, either Shareholder may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BLD PRX2101N

Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Meeting Online Guide

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/BLD21>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT VOTE			

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

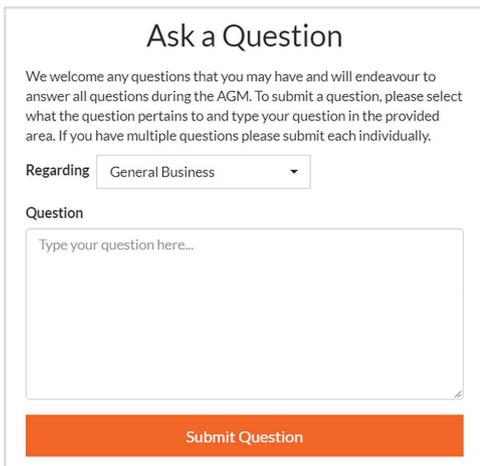
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



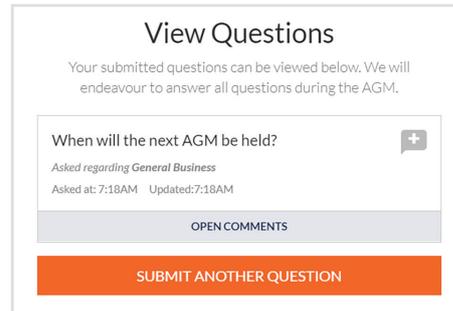
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered, you can submit another question by following the same process.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5:00pm on 26 October 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 290 663
International Number: +61 2 7201 7805

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au