

3 April 2024

Attention: The Directors
C/ - The Company Secretary
Boral Limited
Level 3, 39 Delhi Road
North Ryde, NSW 2113
By email

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000
By electronic lodgement

Dear Directors

SEVEN GROUP HOLDINGS LIMITED – ACCEPTANCE FACILITY NOTICE AND SUBSTANTIAL HOLDER NOTICE

We attach an ASIC Form 604 in relation to a change in relevant interests held by SGH Group.

Since the previous ASIC Form 604 dated 18 March 2024 and the last Acceptance Facility Notice dated 2 April 2024 pursuant to section 609A(1)(c) of the Corporations Act, SGH Group gives notice that the aggregate (after deducting any withdrawals of acceptances or acceptance instructions) of:

- the number of Boral shares in respect of which Network Investment Holdings Pty Limited (ACN 078 448 512) (**SGH Bidder**) has received acceptance instructions under the Facility as at 5.00pm (Sydney time) on Tuesday, 2 April 2024 (in the form of acceptance forms and/or directions to custodians to accept the Offer); and
- the number of Boral shares in which SGH Bidder has a relevant interest or is treated as having a relevant interest under 671B(7) of the Corporations Act,¹

has moved to 75.36% of Boral shares on issue.

The following table shows separately and in aggregate the change in those two categories:

	Number of Boral Shares		% of Boral Shares	
	Previous notice	Current Notice	Previous notice	Current notice
Shares subject to the Facility	8,451,009	8,451,009	0.77%	0.77%

¹ This includes disclosable interests under section 671B(7) of the Corporations Act but which do not confer 'voting power' in the relevant shares by virtue of section 609(6) of the Corporations Act.



Relevant interest (including under section 671B(7))	809,646,360	822,880,893	73.40%	74.60%
Total	818,097,369	831,331,902	74.16%	75.36%

Shares which are the subject of the Facility do not at this stage constitute formal acceptances of the Offer and may be withdrawn until at least one of the following preconditions under the Facility is met:

- SGH Bidder receives acceptances under the Offer sufficient to increase its aggregate interest in Boral shares to 80% or more prior to close of the Offer; or
- the Boral Board (excluding the SGH nominee directors, Mr Stokes and Mr Richards) unanimously recommend that Boral shareholders accept the Offer.

Accordingly, Boral shares in which SGH Bidder has a relevant interest in do not include the Boral shares which are the subject of the Facility due to the operation of subsection 609A(1)(a) of the Corporations Act.

Further details regarding the Facility can be found in the Second Supplementary Bidder's Statement.

Unless and until SGH Bidder provides the Confirmation Letter to the facility agent, the facility agent will not be authorised to release any acceptances of the Offer in respect of any Boral shares which are subject to the Facility.

Yours sincerely



Warren Coatsworth
Company Secretary

Seven Group Holdings Limited is an Australian diversified operating group, with market leading businesses across industrial services, energy and media. In industrial services, SGH owns WesTrac and Coates, and holds a 74.6% interest in Boral. WesTrac is the sole authorised Caterpillar dealer in Western Australia, New South Wales and the Australian Capital Territory. Coates is Australia's largest industrial and general equipment hire business. Boral is Australia's largest and leading integrated construction materials business. In Energy, SGH has a 30.0% shareholding in Beach Energy, as well as interests in other energy assets in Australia and the United States. In Media, SGH has a 40.2% shareholding in Seven West Media, one of Australia's largest multiple platform media companies, including the Seven Network, 7plus and The West Australian.



Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Boral Limited (Company)

ACN/ARSN 008 421 761

1. Details of substantial holder (1)

Name Seven Group Holdings Limited (SGH), Network Investment Holdings Pty Limited (Network Investment) and SGH's other subsidiaries as set out in Annexure A (SGH Group)

ACN/ARSN (if applicable) 142 003 469

There was a change in the interests of the

substantial holder on 2/04/2024

The previous notice was given to the company on 18/03/2024

The previous notice was dated 18/03/2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	801,410,970	72.65% ¹	822,880,893	74.60% ¹

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
2/04/2024	Network Investment, SGH and each other member of the SGH Group (listed in Annexure)	Acquisition of relevant interest in ordinary shares pursuant to contracts arising as a result of acceptances of the takeover offer made by Network Investment, as set out in the Bidder's Statement dated 19 February 2024 (as amended by the First Supplementary Bidder's Statement dated 4 March 2024 and the Second Supplementary Bidder's Statement dated 4 March 2024) ("Offer")	Offer Consideration payable per ordinary share, under the terms of the Offer	21,469,923	21,469,923

¹ SGH notes that the Economic Interest (as defined below) constitutes a relevant interest for the purposes of section 671B of the Corporations Act on the basis that, under subsection 671B(7), the operation of subsection 609(6) is excluded. Accordingly, while the Economic Interest has been disclosed as a relevant interest in this notice, it will not constitute a relevant interest or confer voting power on WesTrac Holdings or any other member of the SGH Group for the purposes of Chapter 6 of the Corporations Act generally.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Network Investment	Network Investment	Network Investment	Relevant interest under s 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as the registered holder and beneficial owner of the shares.	618,518,421 ordinary shares	618,518,421
Network Investment	Boral shareholders who have accepted the Offer	Network Investment	Relevant interest under s 608(1) of the <i>Corporations Act</i> arising as a result of acceptances of the Offer.	17,121,145 ordinary shares	17,121,145
Industrial Investment Holdings Pty Limited (Industrial Investment)	Industrial Investment	Industrial Investment	Relevant interest under s 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as the registered holder and beneficial owner of the shares.	66,312,997 ordinary shares	66,312,997
Manooka Holdings Pty. Limited (Manooka Holdings)	Manooka Holdings	Manooka Holdings	Relevant interest under s 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as the registered holder and beneficial owner of the shares.	19,893,899 ordinary shares	19,893,899
SGH and each other member of the SGH Group (other than Network Investment, Industrial Investment, and Manooka Holdings)	Network Investment, Industrial Investment or Manooka Holdings	Network Investment, Industrial Investment or Manooka Holdings	Each entity is an associate of and/or controls Network Investment, Industrial Investment and Manooka Holdings and accordingly has a relevant interest in the same shares as Network Investment, Industrial Investment and Manooka Holdings under ss 608(3)(a) or 608(3)(b) of the <i>Corporations Act</i> . As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly.	721,846,462 ordinary shares	721,846,462
WesTrac Holdings	WesTrac Holdings	WesTrac Holdings	Relevant interest under s 608(1) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as the registered holder and beneficial owner of the shares.	33,092,652	33,092,652
SGH and each member of the SGH Group (other than WesTrac Holdings)	WesTrac Holdings	WesTrac Holdings	Each entity is an associate of and/or controls WesTrac Holdings and accordingly has a relevant interest in the same shares as WesTrac Holdings under ss 608(3)(a) or 608(3)(b) of the <i>Corporations Act</i> . As none of these entities are entitled to be registered as holders of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly.	33,092,652	33,092,652
WesTrac Holdings	Macquarie Bank Ltd or unknown registered holders*	WesTrac Holdings	Relevant interest under s 608(8) of the <i>Corporations Act 2001</i> (Cth) pursuant to a physically settled swap transaction entered into on 8 April 2021 (and subsequently amended) entitling WesTrac Holdings to be transferred up to 67,941,779 ordinary shares, subject to the conditions and on the terms set out in the Equity Swap Transaction Confirmation dated 8 April 2021 (and subsequently amended) as previously disclosed (the Economic Interest). ¹ The Economic Interest has been disclosed as a relevant interest in this notice, however it does not constitute a relevant interest or confer voting power for the purposes of Chapter 6 of the <i>Corporations Act</i> generally.	Up to 67,941,779 ordinary shares	Up to 67,941,779
SGH and each member of the SGH Group (other than WesTrac Holdings)	Macquarie Bank Ltd or unknown registered holders*	WesTrac Holdings	Each entity is an associate of and/or controls WesTrac Holdings and accordingly has a relevant interest in the same shares as WesTrac Holdings under ss 608(3)(a) or 608(3)(b) of the <i>Corporations Act</i> . As none of these entities are entitled to be registered as holders of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly. The Economic Interest has been disclosed as a relevant interest in this notice, however it does not constitute a relevant interest or confer voting power for the purposes of Chapter 6 of the <i>Corporations Act</i> generally.	Up to 67,941,779 ordinary shares	Up to 67,941,779

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
SGH and the SGH Group	SGH controls each member of the SGH Group and, as such, they are each associates of each other. The members of SGH Group are set out in Annexure A, some entities of which may have become members, or ceased to be members, since the last notice was given to the Company.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
SGH	Level 30, 175 Liverpool Street, Sydney, NSW, 2000
SGH Group	See Annexure A

Signature

print name	Warren Coatsworth	capacity	Company Secretary
sign here		date	3 April 2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure 'A'

This is Annexure 'A' of 3 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 3 April 2024.



Warren Coatsworth
Company Secretary

Entity	ACN
C7 Pty. Limited	082 901 442
Direct Target Access Pty. Limited	072 507 227
Industrial Investment Holdings Pty Limited	166 596 710
Kimlin Holdings Pty. Limited	112 288 445
Manooka Holdings Pty. Limited	092 680 245
Miltonstar Pty. Limited	074 811 144
Network Investment Holdings Pty. Limited	078 448 512
Point Pty. Limited	009 643 501
Realtime Reporters Pty. Limited	009 371 055
Seven Broadcast Properties Trust	N/A
Seven Custodians Pty. Limited	089 327 551
Seven Entertainment Pty. Limited	085 598 429
Seven Media Group Pty. Limited	116 850 607
Seven (National) Pty. Limited	153 299 159
Seven Network (United States) Inc	N/A
Seven Network Limited	052 816 789
Seven Network Nominees Pty. Limited	060 667 861
Seven Network Investments Pty. Limited	078 267 759
Seven Network International Limited	065 640 075
SGH Productions Pty. Limited	091 398 471
Seven Resources Pty. Limited	093 422 032
Seven (WAN) Pty. Limited	122 263 129
SGH Communications Pty. Limited	063 582 990
SGH Energy (No 1) Pty Limited	168 933 355
SGH Energy (No 2) Pty Limited	168 935 644
SMG Executives Pty. Limited	128 792 003
SMG FINCO Pty. Limited	122 728 321
SNZ Pty. Limited	124 503 028
Specialised Investments Pty Limited	163 941 884
Tallglen Pty. Limited	058 439 786
WesTrac Holdings Pty. Limited	009 336 109
SGH Energy Pty Limited	058 818 278
SGH Energy Aust. Pty Limited	090 835 608
SGH Energy NTP66 Pty Limited	123 243 470
SGH Energy VICP56 Pty Limited	125 036 142
SGH Energy WA377P Pty Limited	123 243 274
SGH Energy WA Pty Limited	113 911 274
SGH Energy VICP54 Pty Limited	108 405 009

All companies listed above have a registered office located at Level 30, 175 Liverpool Street, Sydney, NSW, 2000 except Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

Entity	ACN
Allight Holdings Pty. Ltd	070 926 555
Allight Pty. Ltd	053 434 807
Allight Sykes SA (Proprietary) Limited	N/A
FGW Pacific Pty. Ltd	085 531 353
Flexi Industrial Services Pty Limited	155 500 413
Hebburn Pty Limited	652 977 690
WA Regional Asset Holdings Pty Limited	133 869 191
National Hire Facilitation Pty. Limited	128 890 442
National Hire Group Limited	076 688 938
PT Allightsykes	N/A
Pump Rentals Pty. Ltd	057 090 561
Sitech Solutions Pty. Limited	137 343 090
Sitech (WA) Pty. Ltd	139 286 454
SmartTech USA Inc	N/A
Warrah Engineering Pty Limited	650 935 050
WesTrac Pty. Ltd	009 342 572

All companies registered in Australia listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- Hebburn Pty Limited: 128 Great Eastern Highway, South Guildford, WA, 6055
- SmartTech USA Inc: 316 West 12th St Austin, TX, 78701
- Sitech (WA) Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055
- WA Regional Asset Holdings Pty Limited: 327 Victoria Road, Malaga, WA, 6090
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- PT Allightsykes: Jl Proklamasi #38 RT 32, Balikpapan, Indonesia

Entity	ACN
All Hire Pty Limited	066 054 500
Allplant Services Pty Limited	007 691 910
Australian Highway Plant Services Pty Limited	060 383 511
Coates Fleet Pty Limited	073 603 559
Coates Group Pty Limited	126 739 240
Coates Group Holdings Pty Limited	126 069 341
Coates Hire Holdco SPV Pty Limited	607 858 328
Coates Hire Access SPV Pty Limited	607 868 333
Coates Hire Limited	073 603 586
Coates Hire Operations Pty Limited	074 126 971
Coates Hire Overseas Investments Pty Limited	086 464 379
Coates Hire (NZ) Limited	N/A
Coates Hire Traffic Solutions Pty Limited	114 055 640
DWB (NH) Pty Limited	003 620 951
Nahi Pty Limited	077 777 238
National Hire Equipment Pty Limited	080 468 293
National Hire Finance Pty Limited	117 581 530
National Hire Operations Pty Limited	080 468 319
National Hire Properties Pty Limited	101 354 107
National Hire Trading Pty Limited	080 468 328
Ned Finco Pty Limited	128 290 844
PT Coates Hire Indonesia	N/A
PT Coates Services Indonesia	N/A
Tru Blue Hire Australia Pty Limited	080 468 266

All companies registered in Australia listed above have a registered office located at Level 1, 201 Coward Street, Mascot, NSW 2020 except:

- Coates Hire (NZ) Limited of Bell Gully, Level 22, Vero Centre, 48 Shortland Street, Auckland, NZ
- PT Coates Hire Indonesia of Gedung World Trade Centre 5 Lt. 3A, Jl.Jend. Surdiman Kav. 29-31, Karet, Setiabudi, Jakarta, 12920 Indonesia
- PT Coates Services Indonesia of WISMA GKBI Lt. 39 S3901 Jl. Jend. Surdiman No. 28, Bendungan Hiliar, Tnar Abung, Jakarta Pusat, DKI Jakarta Raya, Indonesia

Entity	ACN
Boral Limited	008 421 761
Allen's Asphalt Pty Ltd	103 076 508
Alsafe Premix Concrete Pty Ltd	003 290 999
Barnu Pty. Ltd.	050 051 360
Bayview Pty Limited	004 428 148
Bayview Quarries Proprietary Limited	004 258 262
Bitumax Pty. Limited	007 591 835
Bitupave Ltd	000 102 376
Boral USA	N/A
Boral Bricks Pty Ltd	082 448 342
Boral Bricks Western Australia Pty Ltd	008 674 244
Boral Building Materials Pty Limited	090 736 888
Boral Building Products Limited	004 496 940
Boral Cement Limited	008 528 523
Boral Construction Materials Group Ltd	000 028 080
Boral Construction Materials Limited	000 614 826
Boral Construction Related Businesses Pty Ltd	052 451 626
Boral Contracting Pty Ltd	008 872 884
Boral Corporate Services Pty Limited	009 483 765
Boral Finance Pty Limited	616 863 113
Boral Insurance Pty Limited	000 736 318
Boral International Pty Limited	000 341 239
Boral Investments Pty Limited	090 736 879
Boral IP Holdings (Australia) Pty Limited	163 076 275
Boral Masonry Ltd	000 223 718
Boral Precast Holdings Pty Ltd	007 164 954
Boral Recycling Pty Limited	000 061 843
Boral Resources (Country) Pty. Limited	000 187 002
Boral Resources (NSW) Pty Ltd	000 756 507
Boral Resources (QLD) Pty. Limited	009 671 809
Boral Resources (SA) Limited	007 516 494
Boral Resources (VIC.) Pty. Limited	004 620 731
Boral Resources (W.A.) Ltd	008 686 904
Boral Shared Business Services Pty Ltd	000 373 660
Boral Timber Fibre Exports Pty Ltd	000 022 917
Boral Transport Limited	000 111 571
Concrete Pty Ltd	000 795 166
Dandenong Quarries Pty. Limited	004 200 266
Davegale Pty Limited	096 359 527
De Martin & Gasparini Contractors Pty Limited	074 598 299
De Martin & Gasparini Pty Limited	000 205 372
De Martin & Gasparini Pumping Pty Limited	074 598 262
De Martin & Gasparini Queensland Pty Limited	000 512 005
Dunmore Sand & Soil Pty. Limited	003 497 229
Found Concrete Pty Ltd	620 531 820
Q-Crete Premix Pty Ltd	160 844 173
Road Surfaces Group Pty. Ltd.	009 907 779
Boral Industrie GmbH	N/A
Boral Roofing de Mexico, S. de R.L. de C.V.	N/A
E.U.M. Tejas De Concreto Servicios, S. DE R.L. DE C.V.	N/A
Boral Investments BV	N/A
Boral Concrete (1992) Limited	N/A
Boral (UK) Ltd	N/A
Boral Holdings Inc.	N/A

Boral Industries Inc.
Covol Fuels No.2, LLC
Headwaters Energy Services Corp.
Tile Service Company LLC

N/A
N/A
N/A
N/A

All companies registered in Australia listed above have a registered office located at Level 3, Trinita T2, 39 Delhi Road, North Ryde NSW 2113.

The following companies listed above have a registered office located at 11175 Cicero Drive, Suite 100 Alpharetta, GA 30022:

- Boral Roofing de Mexico, S. de R.L. de C.V.
- E.U.M. Tejas De Concreto Servicios, S. DE R.L. DE C.V.
- Boral Holdings Inc.
- Boral Industries Inc.
- Tile Service Company LLC
- Covol Fuels No.2, LLC
- Headwaters Energy Services Corp.

The following companies listed above have a registered office located as follows:

- Boral Industrie GmbH: Siemensstrasse 32, Kleve 47533, Germany
- Boral Investments BV: Nieuwe Stationsstraat 20, 6811 KS Arnhem, Netherlands
- Boral (UK) Ltd: 3 Durand Gardens, London, England, SW9 0PS
- Boral Concrete (1992) Limited: 9 Pakin Building, 5th Floor, Ratchadapisek Rd, Dindaeng Sub District, Bangkok, Thailand