

28 March 2024

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Takeover bid by Seven Group Holdings Limited for Boral Limited – notice of status of defeating conditions

We refer to the off-market takeover bid by Network Investment Holdings Pty Ltd ACN 078 448 512 (**SGH Bidder**), a wholly-owned subsidiary of Seven Group Holdings Limited, for all of the fully paid ordinary shares in Boral Limited ACN 008 421 761 (**Boral**).

We enclose, pursuant to section 630(5)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the notice of the status of the defeating conditions to the offer required by section 630(3) of the *Corporations Act*.

The offer is scheduled to close at 7:00pm (Sydney time) on Thursday, 4 April 2024, unless extended.

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 73.35% 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.



Network Investment Holdings ACN 078 448 512

Notice of status of defeating conditions

To: ASX Limited
Boral Limited ACN 008 421 761 (**Boral**)


Network Investment Holdings Pty Ltd (**SGH Bidder**), a wholly-owned subsidiary of Seven Group Holdings Limited, has made offers under an off-market takeover bid for all the ordinary shares in Boral Limited (**Boral**) (**Offer**). The Offer is contained in a replacement bidder's statement dated 4 March 2024 (**Bidder's Statement**) (as supplemented or amended by the second supplementary bidder's statement dated 4 March 2024).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Act**), SGH Bidder gives notice that, as at the date of this notice:

- 1 the Offer has been freed of the defeating conditions contained in section 9.7 of the Bidder's Statement (and accordingly, the Offer is wholly unconditional); and
- 2 its voting power in Boral is 67.19%. SGH Bidder also has a further interest of 6.2% in Boral under a physically settled equity swap transaction, which is a disclosable interest under section 671B(7) of the Act, but does not confer on SGH "voting power" in the Boral shares to which the swap relates by virtue of section 609(6) of the Act).

date 28 March 2024 _____

Signed for and on behalf of
Network Investment Holdings
by

sign here ►  _____
Director

print name Richard Richards _____