

4 March 2024

## **Offer Declared Unconditional, Improved Payment Terms and Establishment of Acceptance Facility**

Seven Group Holdings Limited (ASX:SVW) (ACN 142 003 469) (ASX: SVW) (**SGH**), through its wholly owned subsidiary Network Investment Holdings Pty Ltd (ACN 078 448 512) (**SGH Bidder**), is pleased to announce that it has declared its Offer for Boral Shares (announced on 19 February 2024) unconditional, improved the payment terms for Boral Shareholders and established an acceptance facility.

### **Offer Declared Unconditional**

Pursuant to section 9.8(a) of the Bidder's Statement<sup>1</sup> and section 650F of the Corporations Act, SGH Bidder has announced that the Offer is now free from all Conditions.

### **Improved Payment Terms**

SGH is pleased to announce that it has improved payment terms under the Offer.

If you accept the Offer in accordance with the instructions contained in the Offer, you will be issued SGH Shares<sup>2</sup> and sent payment within 7 Business Days on the date which you accept the Offer

### **Establishment of Acceptance Facility**

SGH Bidder has established an acceptance facility in relation to SGH Bidder's off-market takeover bid for all of the ordinary shares in Boral.

The Facility is open to all Boral Shareholders to facilitate the receipt of their acceptances of the Offer. The Facility enables Boral Shareholders to indicate their intention to accept the Offer without being obliged to do so until the First Consideration Increase (as defined in the Bidder's Statement) is effective.

As set out in section 5.1 of the Bidder's Statement, the First Consideration increase will occur when:

- (a) 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
- (b) the Boral Board (excluding the SGH nominee directors, Mr Stokes and Mr Richards) unanimously recommend that Boral Shareholders accept the Offer.

As set out in paragraph 4.4 of the Second Supplementary Bidder's Statement dated 4 March 2024, if a Boral Shareholder wishes to participate in the Facility, please provide to the Acceptance Facility Agent:

- (a) a completed and executed Appointment Form; and

<sup>1</sup> As amended and replaced by the First Supplementary Bidder's Statement dated 4 March 2024.

<sup>2</sup> If you are a Foreign Shareholder, you will not be entitled to receive SGH Shares as the consideration for the Relevant Shares as a result of accepting this Offer. Refer to section 9.11(g) of the Bidder's Statement for further details.



(b) a completed and executed:

- i. Acceptance Form; or
- ii. in respect of Boral Shares held by a custodian, Custodian Directors (one copy for the Bidder and one copy for the Custodian).

Boral Shareholders can provide their Appointment Form, together with their Acceptance Form or Custodian Direction, to the Acceptance Facility Agent by post or email. If these forms are provided to the Acceptance Facility Agent by email, please also courier the original documents to the Acceptance Facility Agent immediately upon sending the email. The Acceptance Facility Agent reserves the right to act on documents emailed to it.

If you have any questions in relation to the Facility or the related documents, please contact Computershare Clearing Pty Limited by email at [custodians@computershare.com.au](mailto:custodians@computershare.com.au).

*This release has been authorised to be given to ASX by the Company Secretary of SGH.*

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**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 71.6% 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

