



This document is a supplementary target's statement under section 644 of the *Corporations Act 2001* (Cth). It is the fifth supplementary target's statement (**Fifth Supplementary Target's Statement**) issued by Boral Limited ABN 13 008 421 761 (**Boral**) in response to the off-market takeover bid made by Network Investment Holdings Pty Limited ACN 078 448 512, a wholly owned subsidiary of Seven Group Holdings Limited ACN 142 003 469, for all the ordinary shares in Boral. This Fifth Supplementary Target's Statement supplements, and should be read together with, Boral's supplementary target's statement dated 1 July 2021 (**Fourth Supplementary Target's Statement**), Boral's supplementary target's statement dated 25 June 2021 (**Third Supplementary Target's Statement**), Boral's supplementary target's statement dated 22 June 2021 (**Second Supplementary Target's Statement**), Boral's supplementary target's statement dated 21 June 2021 (**First Supplementary Target's Statement**) and Boral's target's statement dated 10 June 2021 (**Original Target's Statement**).

Unless the context otherwise requires, terms defined in the Original Target's Statement have the same meaning as in this Fifth Supplementary Target's Statement.

This Fifth Supplementary Target's Statement prevails to the extent of any inconsistency with the Original Target's Statement, First Supplementary Target's Statement, Second Supplementary Target's Statement, Third Supplementary Target's Statement and Fourth Supplement

6 July 2021

## FIFTH SUPPLEMENTARY TARGET'S STATEMENT

This Fifth Supplementary Target's Statement provides important information relevant to Boral Shareholders in their consideration of the SGH Offer.

**THE BORAL INDEPENDENT BOARD COMMITTEE CONTINUES TO  
UNANIMOUSLY RECOMMEND THAT YOU**

# REJECT

**THE SGH OFFER AS IT STILL UNDERVALUES YOUR BORAL SHARES**

## 1. SGH increases its Offer Price

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On 6 July 2021, Seven Group Holdings (**SGH**) announced it had reached an aggregate interest in Boral Shares of 34.5%, the conditions to its second conditional increase had been met and it had increased the consideration under the Offer to \$7.40 per Boral Share. The **SGH Offer Period is expected to close at 7.00p.m. on 15 July 2021**.

The Boral Independent Board Committee continues to unanimously recommend that you **REJECT** the SGH Offer of \$7.40 per Boral Share as it undervalues your Boral Shares.

Section 2 of this Fifth Supplementary Target's Statement sets out the reasons for the Boral Independent Board Committee's continued recommendation.

To **REJECT** the SGH Offer of \$7.40 per Boral Share, the Boral Independent Board Committee encourages you to **DO NOTHING** and **TAKE NO ACTION**.

## 2. Reasons for the Boral Independent Board Committee's recommendation to REJECT the Offer

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The reasons for the Boral Independent Board Committee's recommendation are summarised below:

1. The SGH Offer of \$7.40 per Boral Share is **materially below the Independent Expert's assessment of value of \$8.25 - \$9.13 per share**. In addition, and as noted in the First Supplementary Target's Statement dated 21 June 2021, Grant Samuel advised Boral that the final price agreed for the sale of its North American Building Products business of US\$2.15 billion exceeds the US\$1.8 - US\$2.0 billion valuation range attributed to it in its Independent Expert's Report.
2. **Boral's renewed strategy (i) is expected to unlock significant value in the near-term from potential divestment of assets, notably in North America, and (ii) will aim to drive value creation and earnings growth, including through its transformation program.**

As outlined in Boral's Third Supplementary Target's Statement dated 25 June 2021, following the completion of the sale of its North American Building Products business, and based on Boral's financial framework, Boral estimates it will have surplus capital (prior to any reinvestment alternatives) of ~\$3.6 billion which equates to \$3.02 per Boral share<sup>1</sup>. The Company will determine the appropriate form of any return to shareholders, which may involve further shareholder approvals

3. The SGH Offer is
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