

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL OR  
LEGAL ADVISER AS SOON AS POSSIBLE.

## Bidder's Statement

### **ACCEPT the Cash Offer**

by

**Network Investment Holdings Pty Limited (ACN 078 448 512)**

a wholly owned subsidiary of

**Seven Group Holdings Limited (ACN 142 003 469)**

to acquire all of your shares in

**Boral Limited (ACN 008 421 761)**

for

**A\$6.50 cash per share**

Please call the SGH Offer Information Line on 1300 080 794 (toll-free within Australia) or +61 2 8023 5468 (from outside Australia) if you require assistance. For legal reasons calls to these numbers will be recorded.

Financial Adviser

**Barrenjoey**<sup>o</sup>

Partnering with  **BARCLAYS**

Legal Adviser

**Allens > < Linklaters**

Financiers

**ANZ** 

 **BARCLAYS**



# ACCEPTANCE AND TRANSFER FORM

in respect of the Offer by Network Investment Holdings Pty Limited (ACN 078 448 512), a wholly owned subsidiary of Seven Group Holdings Limited (ACN 142 003 469) ("SGH Bidder") to acquire all of your Fully Paid Ordinary Shares in Boral Limited (ACN 008 421 761) ("Boral")

THIS IS AN IMPORTANT DOCUMENT

IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER IMMEDIATELY

## STEP 1 – Check your details below (see overleaf for instructions)

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ALLWORTHS PTY LTD  
<ARMSTRONG SUPER FUND A/C>  
ARMSTRONG ADVISORY  
SUITE 201  
30 FISHER ROAD  
DEE WHY NSW 2099

The number of Boral shares you hold

5,840

Enter the number of Boral shares you wish to accept into the offer here

HIN/SRN \*

(\*A new SRN may be allocated to you solely for the purpose of this offer)

X0067594240

Subregister

CHESS



Use this Acceptance Form to accept the Offer by SGH Bidder for some or all of your Boral shares on the terms of the Bidder's Statement. You should read the Bidder's Statement which accompanies this Acceptance Form. Capitalised terms used in this Acceptance Form have the same meaning as in the Bidder's Statement unless otherwise defined. Enter the number of shares you wish to accept into the offer in the box above.

If you need help completing this Acceptance Form or have any enquiries in relation to the Offer, please contact the Offer Information Line on 1300 080 794 (within Australia) or +61 2 8023 5468 (for callers from outside Australia).

## STEP 2 – For Issuer Sponsored Holdings only

If your Boral Shares are held on the Issuer Sponsored Subregister (see "Subregister" box above) or if at the time of your acceptance you are entitled to be (but are not yet) registered as a holder of your Boral shares, to accept the Offer you must **sign below** and **return this form**.

## STEP 3 – For CHESS Holdings only

If your Boral shares are held on the CHESS Subregister (see "Subregister" box above), to accept the Offer you can either:

- contact your Controlling Participant (normally your Broker) and instruct them to accept the Offer on your behalf (**If you do this and your Controlling Participant follows those instructions, you do not need to complete and return this Acceptance Form**); OR
- authorise SGH Bidder to contact your Controlling Participant on your behalf – to do this, write their **details below** and **sign and return this form**. By doing so you authorise SGH Bidder to instruct your Controlling Participant to initiate acceptance of the Offer and to take all other steps necessary to cause acceptance of the Offer in accordance with the ASX Settlement Operating Rules.

Your Broker's Name	Your Broker's Address	Your Broker's Telephone Number

## STEP 4 – Acceptance

By signing and returning this Acceptance Form, you are deemed to have accepted the Offer to sell such number of your Boral shares as indicated in the box above on the terms and conditions of the Offer as set out in the Bidder's Statement.

## STEP 5 – Sign as indicated below

I/We, the securityholder(s) named above, being the holder(s) of Boral shares:

- (1) ACCEPT the Offer in respect of the specified number of Boral shares shown in the box at the top of this form;
- (2) AGREE TO TRANSFER this number of Boral shares to SGH Bidder for the consideration specified in the Offer, and in accordance with the terms of the Offer as set out in the Bidder's Statement;
- (3) AUTHORISE, SGH Bidder, its officers and agents to correct any errors in or omissions from this Acceptance Form to make it an effective acceptance of the Offer and enable registration of the transfer of my/our Boral shares to SGH Bidder;
- (4) AGREE to be bound by the terms of the Offer.

## STEP 6 – Payment by Electronic Funds Transfer (EFT)

You may elect to receive the cash payment due to you by electronic funds transfer to a nominated financial institution account in Australia held in your name (**Your Nominated Account**) by completing the details at Step 6 overleaf.

Please refer overleaf for further instructions on how to complete this form

If this form is signed under power of attorney, the attorney declares that they have no notice of the revocation of the power of attorney.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary (delete one)

Please enter your telephone number where you may be contacted during business hours

Dated \_\_\_/\_\_\_/2021

Contact name: \_\_\_\_\_ Telephone number: \_\_\_\_\_

Your acceptance must be received BEFORE the Offer Period ends. If the Acceptance Form is sent by mail, you may use the enclosed reply paid envelope. Your acceptance of the Offer must be received before 7:00pm (Sydney time) on 25 June 2021 (unless the Offer is withdrawn or extended).

# How to complete this Acceptance Form and ACCEPT the Offer

## 1. Your Name & Address details

Your pre-printed name and address is as it appears on the register of members provided by Boral. If you hold your Boral shares on the Issuer Sponsored Subregister and this information is incorrect, please make the correction on this form and initial the correction. Boral Securityholders sponsored by a Broker on the CHESS Subregister should advise their Broker of any changes.

## 2. Issuer Sponsored Holdings

(as indicated by "Issuer Sponsored" appearing next to "Subregister" on this Acceptance Form)

If your Boral shares are in an Issuer Sponsored Holding, or if you are not yet registered as the holder of your Boral shares, then to accept the Offer, you must fill out this Acceptance Form overleaf and return it to one of the addresses shown below.

## 3. CHESS Holdings

(as indicated by "CHESS" appearing next to "Subregister" on this Acceptance Form)

If your Boral shares are in a CHESS Holding, you do not need to complete and return this Acceptance Form to accept the Offer. You can contact your Controlling Participant (normally your Broker) and instruct them to accept the Offer on your behalf. If you decide to use this Acceptance Form to authorise us to contact your Controlling Participant on your behalf, follow the instructions below.

It is the responsibility of the Boral Securityholder to allow sufficient time for their Controlling Participant to initiate acceptance of the Offer on their behalf in accordance with ASX Settlement Operating Rule 14.14. You must ensure that this Acceptance Form is received in sufficient time before the end of the Offer Period to enable SGH Bidder to instruct your Controlling Participant to effect acceptance on CHESS during business hours.

If your holding is CHESS sponsored and you send your Acceptance Form to Boardroom Pty Limited, we will send the relevant acceptance message to CHESS for forwarding to your Controlling Participant for acknowledgement. Neither SGH Bidder or Boardroom Pty Limited will be responsible for any delays incurred by this process.

If you sign and return this Acceptance Form to one of the below addresses either in respect of an Issuer Sponsored Holding or so that contact may be made with your Controlling Participant on your behalf, you warrant to SGH Bidder (and authorise SGH Bidder to warrant on your behalf) that you have full legal and beneficial ownership of the Boral shares and that SGH Bidder will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer and free from any third party rights.

## 4. Acceptance

By signing and returning this Acceptance Form, you are deemed to have accepted the Offer to sell the number of Boral shares shown in the box overleaf to which this Offer relates.

## 5. Signature(s)

You must sign the form as follows in the space provided overleaf:

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** Where signing as Power of Attorney ("POA"), you must attach an original certified copy of the POA.

**Companies:** Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as (a) a sole director and sole company secretary OR a sole director; OR (b) two directors; OR (c) a director and company secretary.

**Overseas Companies (incorporated outside Australia):** Signed as above or documentation to show that the company can sign in another manner.

**Deceased Estate:** All executors must sign and an original certified copy of Probate or Letters of Administration must accompany this form.

## 6. Payment by Electronic Funds Transfer (EFT)

You may elect to receive the cash payment due to you by electronic funds transfer to a nominated financial institution account in Australia held in your name (You nominated Account) by completing the details below. **CHESS holders**, please complete, sign & return to receive payment by EFT.

Name of Financial Institution	Account Name	BSB/ Bank & Branch	Account Number

### Additional Notes

- Sold all your Boral shares** – If you have sold all of your Boral shares, please send this form and your Bidder's Statement to the Broker who acted on your behalf.
- Recently bought or sold Boral shares** – If you have recently bought or sold any Boral shares, your holding may differ from that shown on the front of this form. If so, please alter the number of Boral shares shown as your registered holding on the front of this form to all of the number of Boral shares you now hold (including any Boral shares of which you are entitled to become registered as holder), initial the alteration and indicate the name of the Broker who acted for you.
- Information you supply on this Acceptance Form will be used by SGH Bidder and Boardroom Pty Limited for the primary purpose of processing your acceptance of the Offer and to provide you with the consideration payable under the Offer. This information may be disclosed to SGH Bidder professional advisers, securities brokers, printing and mailing providers and other third parties in connection with the Offer. If you do not supply this information, your acceptance may not be processed and you may not receive the consideration payable. You may have rights to access the personal information you have supplied. Please see Boardroom Pty Limited's privacy policy on its website <https://boardroomlimited.com.au/corp/privacy-policy>.
- This Acceptance Form must be received at the delivery address shown below before the end of the Offer Period, which is 7:00pm (Sydney time) on 25 June 2021 (unless the Offer is withdrawn or extended). The postal acceptance rule does not apply to this offer.**

### Postal address

SGH Bidder  
GPO BOX 3891  
SYDNEY NSW 2001

If the Acceptance Form is sent by mail, you may also use the enclosed reply-paid envelope. Neither SGH Bidder nor Boardroom Pty Limited takes any responsibility if you lodge this Acceptance Form at any other address or by any other means.