


BORAL™

FY2021 AGM

28 October 2021

Building a stronger Boral


Board of Directors




Ryan Stokes
Non-executive Chairman




Zlatko Todorovski
CEO & Managing Director



Peter Alexander
Non-executive Director




Karen Moses
Non-executive Director



Deborah O'Toole
Non-executive Director



Paul Rayner
Non-executive Director



Richard Richards
Non-executive Director



Rob Sindel
Non-executive Director

Executive Committee



Zlatko Todorovski
CEO & Managing Director



Tino La Spina
Chief Finance & Strategy Officer



Rebelle Moriarty
Chief People & Culture Officer



Darren Schulz
President & Chief Executive, Boral North America



Wayne Manners
Acting Chief Operating Officer



Amy Jackson
Chief Legal Officer



Dominic Millgate
Company Secretary



Kylie FitzGerald
Group Investor Relations & Communications Director

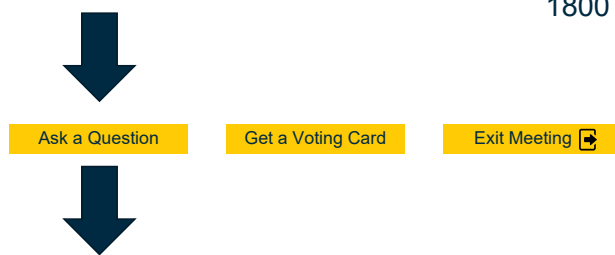
How to ask written questions

HELP NUMBER
1800 990 363

1. Click "Ask a question"



2. Type your question in the space provided
3. Click "Submit Question"



Ask a question
Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND ASK A QUESTION

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND ASK A QUESTION

How to ask a question by phone

1. Call 1800 290 663 (or for International participants phone +61 2 7201 7805) and when prompted enter your unique PIN
2. Please mute your computer and listen to the meeting by phone
3. When the Chairman calls for questions, press 'Star 1'
4. When it is time to ask your question, the moderator will ask for your name and introduce you to the meeting
5. Please then unmute your phone and ask your question

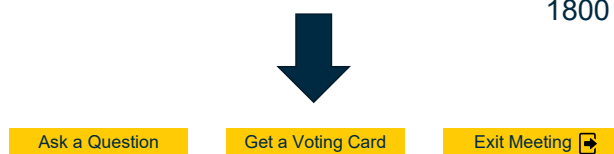
How to vote

HELP NUMBER
1800 990 363

1. Click "Get voting card"



2. Enter your Shareholder Number (SRN/HIN) or Proxy Number and click "Submit Details and Vote"
3. Select either "Full vote" or "Partial vote"
4. Complete your voting card
5. Click "Submit Vote" or Submit Partial Vote"



Voting Card	
Full Vote	Partial Vote
Resolution 1	<input type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain
FINANCIAL REPORTS	
Resolution 2	<input type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain
ELECTION OF DIRECTOR	
Resolution 3	<input type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain
REMUNERATION REPORT	
Resolution 4	<input type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain
AWARD OF LTI RIGHTS TO ZLATKO TODORCEVSKI, CEO & MANAGING DIRECTOR	
Resolution 5	<input type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain
POTENTIAL RETURN OF CAPITAL TO SHAREHOLDERS	
Submit Vote	

Chairman's Address

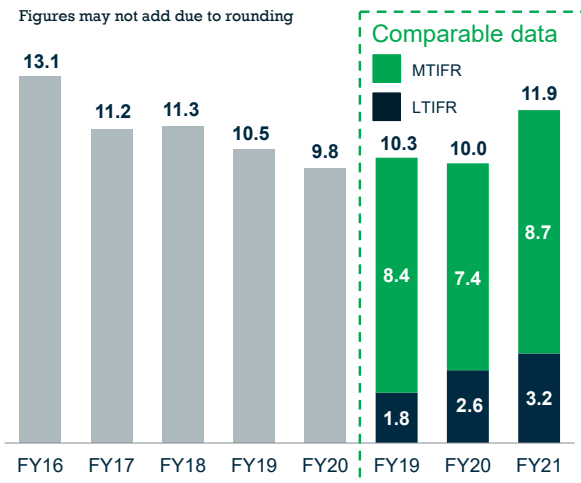


Commitment to Zero Harm Today

Boral Australia

Recordable injury frequency rates (RIFR)¹

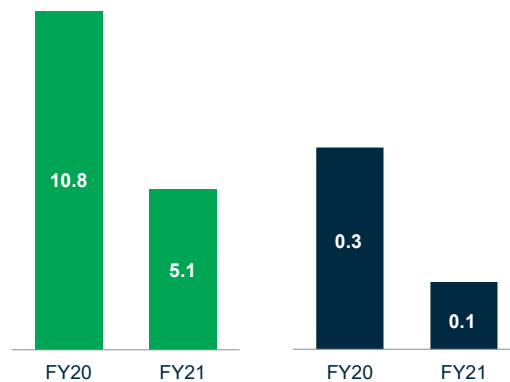
Figures may not add due to rounding



Serious harm injury frequency rates (SHIFR)²

Potential SHIFR

Actual SHIFR



1. RIFR per million hours worked is made up of lost time injury frequency rate (LTIFR) and medical treatment frequency injury rate (MTIFR) for Boral Australia (incl Building Products). FY16 – FY20 data includes employees and contractors in all businesses and joint ventures. Comparable data includes only 100%-owned businesses and controlled joint venture operations only

2. Serious Harm Injury Frequency Rates (PSHIFR and ASHIFR) per million hours worked for employees and contractors in 100% owned businesses and controlled JVs including Building Products

FY21 financial results

Total operations

- Statutory profit after tax \$640m, versus loss of (\$1.145b) in FY20
- Net profit after tax of \$251m, up 44% on prior year
- Net debt of \$899m, down from \$2.58b
- Net debt in line with target
- No surplus capital at 30 June 2021 – no final dividend paid

Continuing operations

- Revenue of \$2.92b, down 6%
- EBIT¹ (excluding property) of \$157m, up 11%
- Transformation benefits of \$75m (net of inflation) in line with target
 - › including \$69m in continuing operations and \$6m in discontinued Building Products Australia
- Transformation initiatives delivering an annualised run rate benefit after inflation of ~\$94m against the \$200m to \$250m five-year target

1. Excluding significant items

Returning capital to shareholders

- **Buy-back completed in July 2021 for an average price of \$7.01 per share**
- **Proceeds of almost \$3.2b from the sale of:**
 - › North American Building Products business for US\$2.15b (~A\$2.9b)
 - › Boral's 50% interest in the Meridian Brick joint venture for US\$125m
 - › Australian Timber business for A\$64.5m
- **Seeking shareholder approval to return up to \$3b of surplus capital by way of an equal capital reduction, subject to ATO ruling**

Boral's strategy

- **Divestment program has created value for Boral shareholders**
- **Transformation program targets \$200–\$250m of EBIT uplift**
 - › Initiatives include cost reductions, network and supply chain optimisation, profitable growth related to sustainability
 - › supported by new operating model
- **Progressing property strategy with update in FY22**
- **Redefining Boral through decarbonisation and adjacent growth strategies**
 - › Adopted sector-leading science-based carbon emissions reduction targets¹
 - › Accelerating low carbon concrete

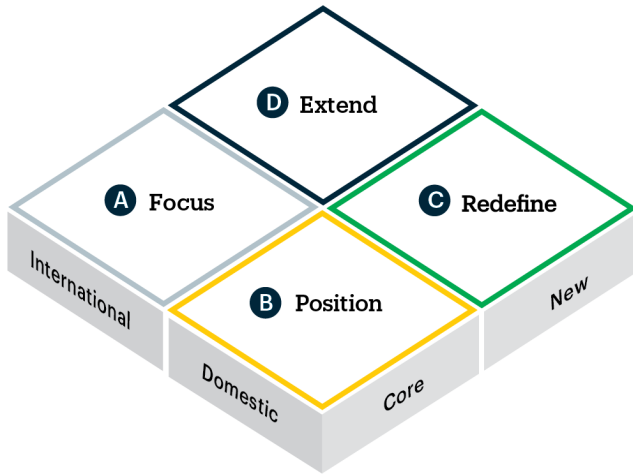
1. Based on construction materials, including cement, companies taking action through Science Based Targets initiative

CEO & Managing Director's Address



Boral's renewed strategy

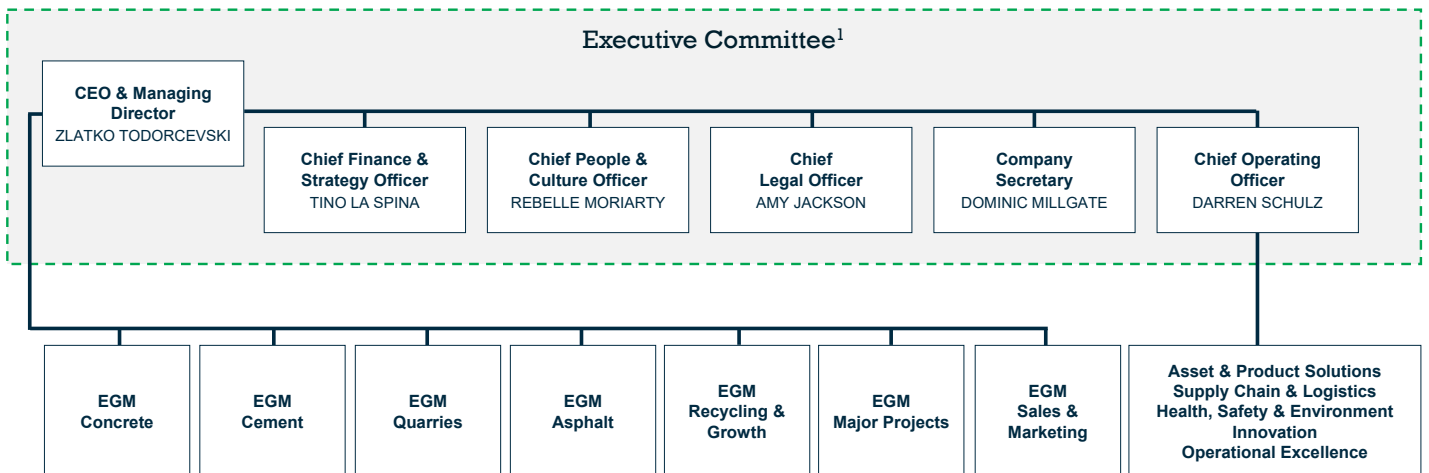
There are four pillars of work that define Boral's strategy



- A FOCUS Boral's portfolio and unlock value:** divest non-core businesses to strengthen the portfolio from both a strategic and financial perspective
- B POSITION our core business in Australia** to build a competitive and profitable core to underpin our position as the national Australian leader in our chosen segments
- C REDEFINE our business and operations** to become the leader in decarbonisation so that we are best positioned to pre-empt and act upon emerging trends
- D EXTEND Boral's operations** by exploring future opportunities to create value from the commercialisation of innovations

Boral's Executive Committee and Leadership structure

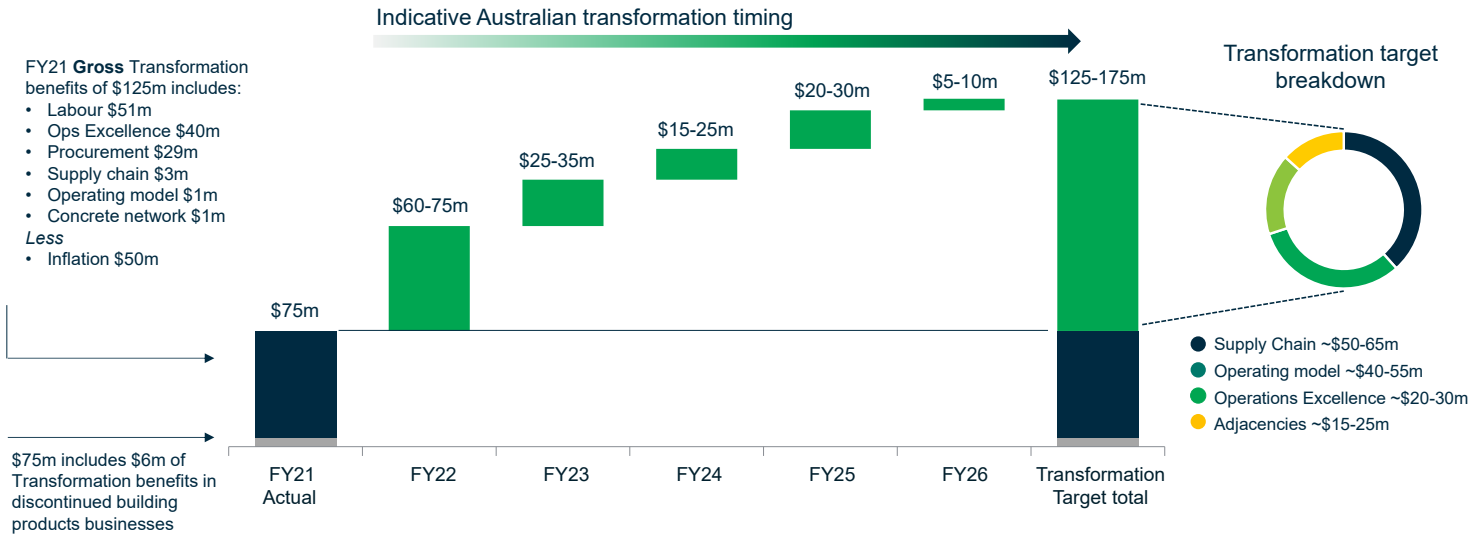
Boral is now organised along national product lines – cement, quarries, concrete, asphalt and recycling



1. Darren Schulz is currently transitioning from President & CEO Boral North America to the role of Chief Operating Officer. Wayne Manners who is currently Interim COO remains a member of the Executive Committee until the transition is complete in November. Kylie FitzGerald as Group Investor Relations & Communications Director remains in that role and a member of the Executive Committee until early November 2021.

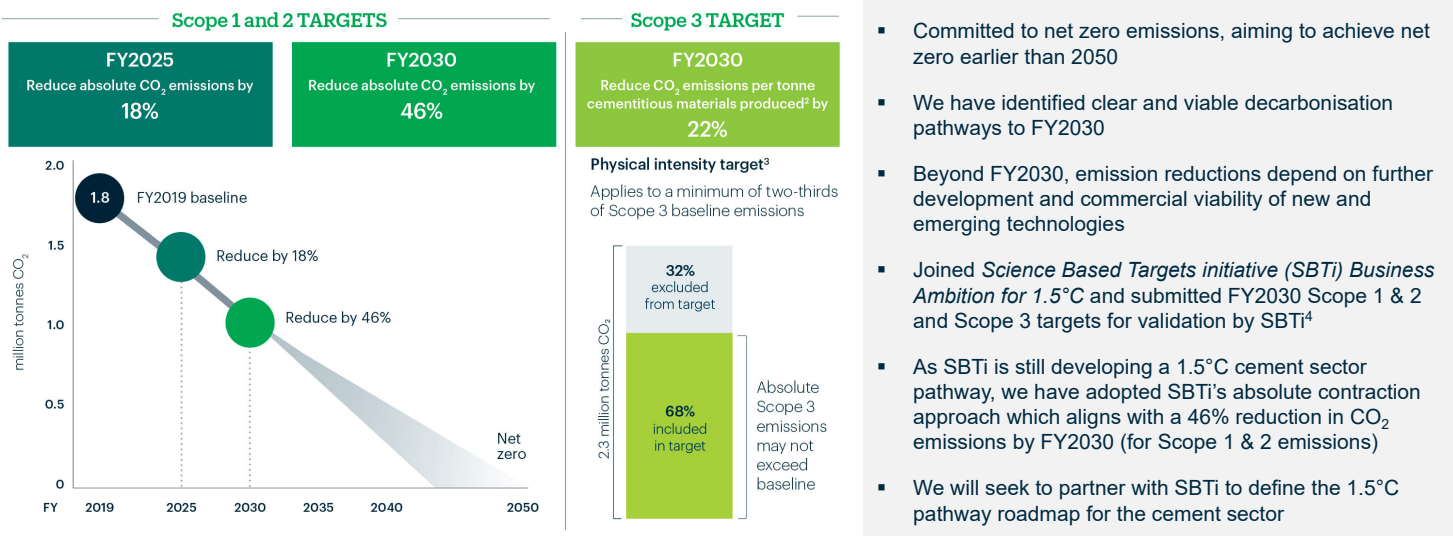
Transformation

Well underway to delivering our targeted \$200-\$250 million of transformation benefits



Adopting climate targets aligned with <1.5°C pathway

We have set science-based climate targets and committed to net-zero emissions from our operations by no later than 2050¹, in line with the most ambitious aim of the Paris Agreement to limit global warming to 1.5°C



- Committed to net zero emissions, aiming to achieve net zero earlier than 2050
- We have identified clear and viable decarbonisation pathways to FY2030
- Beyond FY2030, emission reductions depend on further development and commercial viability of new and emerging technologies
- Joined *Science Based Targets initiative (SBTi) Business Ambition for 1.5°C* and submitted FY2030 Scope 1 & 2 and Scope 3 targets for validation by SBTi⁴
- As SBTi is still developing a 1.5°C cement sector pathway, we have adopted SBTi's absolute contraction approach which aligns with a 46% reduction in CO₂ emissions by FY2030 (for Scope 1 & 2 emissions)
- We will seek to partner with SBTi to define the 1.5°C pathway roadmap for the cement sector

1. While SBTi's methodology permits the use of carbon offsets to achieve net-zero emissions post-2030, our decarbonisation pathway post-2030 is focused on achieving absolute emissions reductions for Scopes 1, 2 and 3. This pathway remains dependent on further development and commercial viability of new and emerging technologies

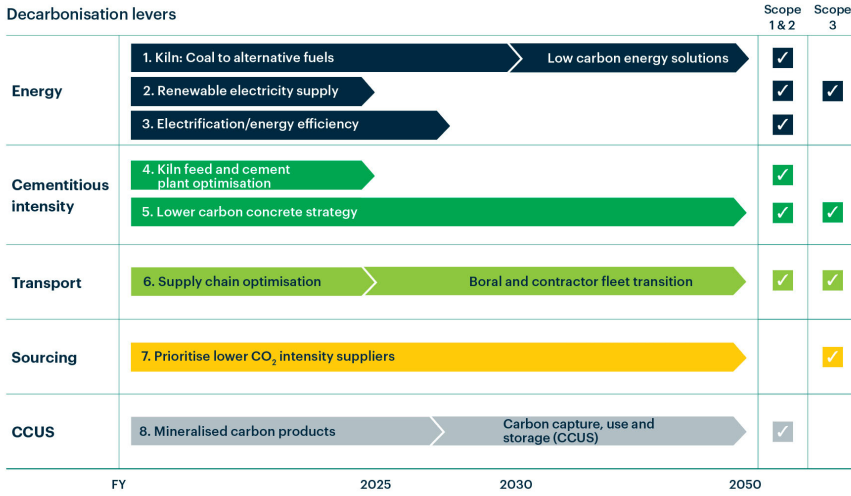
2. Cementitious materials produced is defined following the Global Cement and Concrete Association definition

3. Consistent with SBTi's Scope 3 physical intensity target methodology

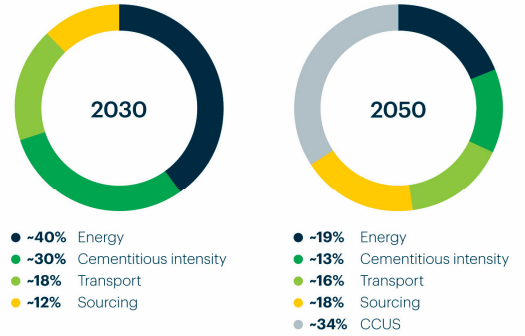
4. Our targets and baseline are for Boral's continuing operations

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Decarbonisation pathways have been identified



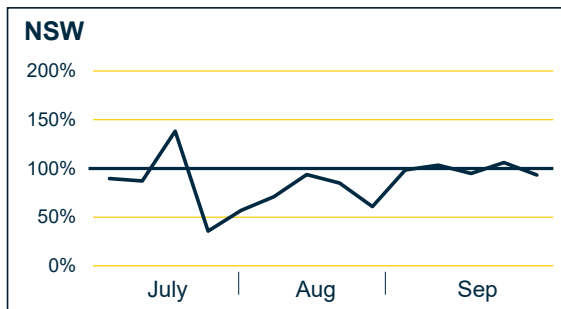
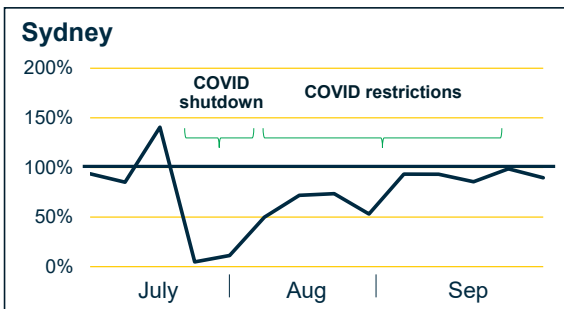
Decarbonisation estimated contribution – Scope 1, 2 and 3



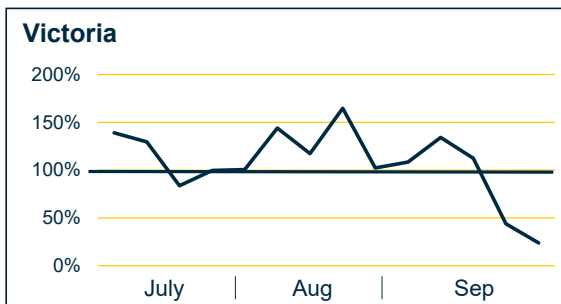
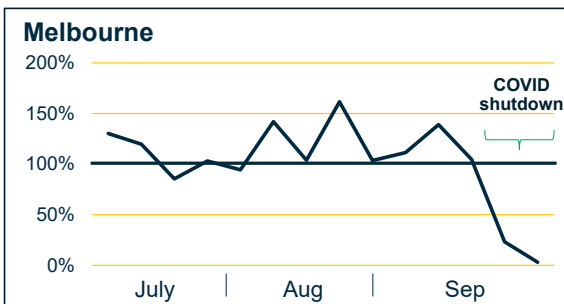
The above estimated contributions are contingent on cost-effective and available technologies

Trading update: impacts of COVID restrictions

Boral's 1Q FY2022 concrete volumes relative to prior year



- In 1Q FY22, Sydney Metro concrete volumes were 26% below last year
- July and August volumes were 36% lower than the prior year
- September volumes were 8% below prior year, as demand is rebounding with easing of restrictions



- In 1Q FY22, Melbourne Metro concrete volumes were in line with last year
- July and August volumes were 12% higher than the prior year
- September volumes were 23% below prior year, due to a two-week construction shutdown and restrictions

1Q FY2022 Trading Update

Significant impacts from COVID lockdowns in 1Q

- \$33m EBIT impact in 1QFY22 due to COVID disruptions and lockdowns
- Concrete volumes down 2% in 1QFY22 relative to 1QFY21, with NSW down 14%
- Quarry volumes up ~3% in 1QFY22 benefiting from 3% revenue lift in Asphalt
- Overall, revenue from continuing operations down ~1% but EBIT down more, reflecting:
 - › lower overall margins due to lower volumes in NSW where Boral has higher integrated margins
 - › lower Asphalt margins due to completion of higher margin project work in prior year
- Benefits of Transformation program partially offset lower EBIT due to COVID lockdowns

Remainder of FY22

- Good rebound in activity as we are coming out of lockdown
- Some trailing COVID impacts expected in remainder of FY22:
 - › including some further volume impacts in October, particularly in Victoria
 - › at this stage not expecting cumulative impact for FY22 to exceed \$50m

Our Purpose

Creating a world future generations will be proud of.

Our Values

Looking out for each other.

We care about the impact we have on customers, partners, communities and each other today and in the future.

We speak thoughtfully, we encourage and respect diversity and listen carefully with an open mind.

We make decisions so we all go home safely every day.

Leading the way.

We're showing what's possible and inspiring customers, partners, communities and each other.

We're always looking for new ideas, sharing and learning as we go.

We're demonstrating the value of working in partnership to solve tough problems.

Doing what we say.

We do what we say we're going to do.

We're trusted and our customers, suppliers, communities and colleagues rely on us to deliver.

Our shareholders have confidence in us to create value in a responsible way.

Achieving together.

We collaborate, celebrate and have fun doing what we love.

We move forward as one team, knowing we are better together when we work alongside our customers, partners, colleagues and communities.

We work openly, building relationships and building each other up.

Annual General Meeting



Item 1 – Financial Reports

To consider the Financial report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021

Item 2 – Election of Director

To consider and, if thought fit,
to pass the following resolution
as an ordinary resolution:

To elect Richard Richards
as a Director

Item 2 – Election of Director



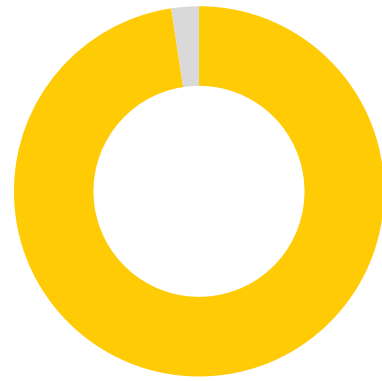
Richard Richards

Non-executive Director

Item 2 – Election of Director

Proxies	
For	810,152,771
Open	1,394,488
Against	19,535,461

97.6% to be cast FOR the resolution*



* On the basis that open proxies in favour of the Chairman of the Meeting are voted FOR

Item 3 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

To adopt the Remuneration Report for the year ended 30 June 2021

Item 3 – Remuneration Report

- **Remuneration decisions taken in response to COVID-19 in FY2020 were maintained in FY2021**
 - › salary freeze for executives and salaried employees
 - › freeze on non-executive Director fees
 - › suspension of the Short-Term Incentive award plan for executives and participating employees
- **COVID support for employees**
 - › flexible working arrangements and pandemic leave
- **Adopting a balanced scorecard approach for FY2022 STI plan**
 - › equal weighting for financial and non-financial performance
 - › focus areas include strategy, customer, sustainability, safety and employee engagement
- **Expansion of minimum shareholding requirements to apply to all Executive Committee members**
- **No change to Board base fees, however Committee fees to increase**
- **Ryan Stokes and Richard Richards will not receive any remuneration for their roles on the Board**
- **Executives and Directors voluntarily reduced their salary / fees by up to 20% during August and September 2021**

Item 3 – Remuneration Report

- **Changes to CEO remuneration**
 - › no change to fixed annual remuneration (FAR) for FY2022
 - › FAR no longer includes a fixed equity component
 - › incentives have long-term (120% of FAR) and short-term (90% of FAR at target & 120% of FAR at Maximum) components
 - › STI award will have 50% delivered as deferred equity after two years
- **Employment arrangements for CEO and CFSO strengthened**
 - › changes reflect importance of completing key initiatives under Boral's Transformation program
 - › Boral agreed it would not terminate their employment without cause before 1 July 2022 and would treat their existing LTI awards (those awards granted in 2020) as being on foot and capable of vesting subject to the performance conditions
- **Substantial board renewal with intention for Board to consist of a majority of independent Directors**
 - › recruiting two new independent Directors
 - › all independent directors are members of the Independent & Related Party Committee

Item 3 – Remuneration Report

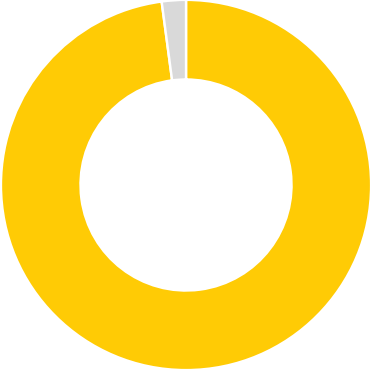
To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

To adopt the Remuneration Report for the year ended 30 June 2021

Item 3 – Remuneration Report

Proxies	
For	812,448,198
Open	1,341,289
Against	16,849,648

97.9% to be cast FOR the resolution*



* On the basis that open proxies in favour of the Chairman of the Meeting are voted FOR

Item 4 – Awards of LTI rights to Zlatko Todorcevski, CEO & Managing Director

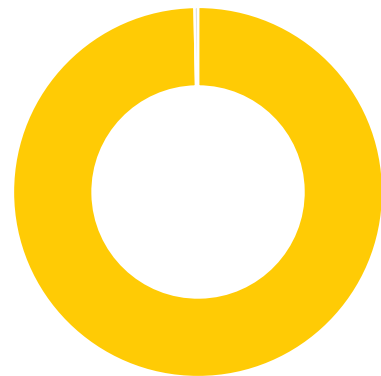
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

Award of LTI rights to Zlatko Todorcevski, CEO & Managing Director

Item 4 – Awards of LTI rights to Zlatko Todorcevski, CEO & Managing Director

Proxies	
For	827,562,856
Open	1,363,990
Against	1,745,509

99.7% to be cast FOR the resolution*



* On the basis that open proxies in favour of the Chairman of the Meeting are voted FOR

Item 5 – Potential return of capital to shareholders

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

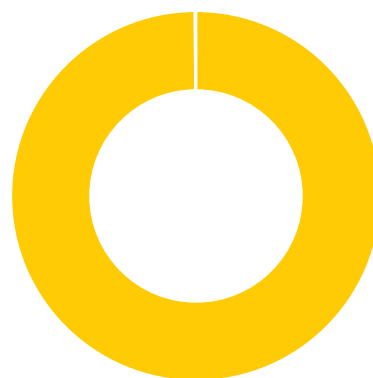
Potential return of capital to shareholders

Item 5 – Potential return of capital to shareholders

Proxies

For	829,722,918
Open	1,390,779
Against	101,552

99.9% to be cast FOR the resolution*



* On the basis that open proxies in favour of the Chairman of the Meeting are voted FOR

Item 6 – Change of Auditor

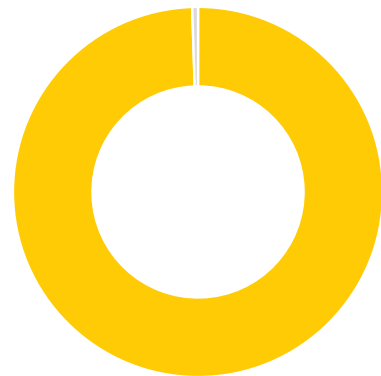
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Deloitte Touche Tohmatsu, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as Auditor of the Company

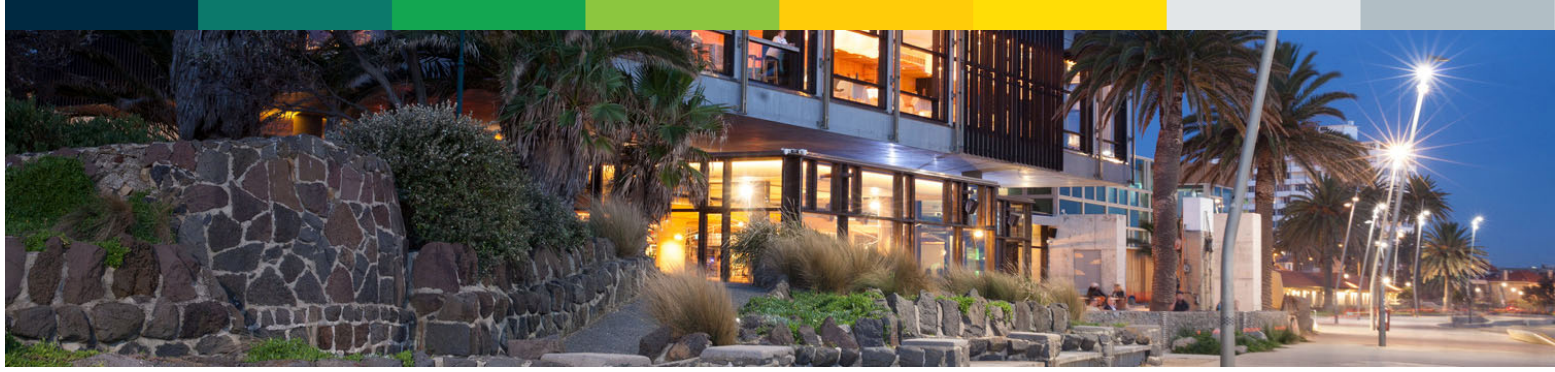
Item 6 – Change of Auditor

Proxies	
For	826,007,431
Open	1,455,882
Against	3,468,371

99.5% to be cast FOR the resolution*



* On the basis that open proxies in favour of the Chairman of the Meeting are voted FOR



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