# ACQUISITION OF LBGA ASIAN PLASTERBOARD JOINT VENTURE



Build something great<sup>TM</sup>

**Mark Selway**, Chief Executive 17 August 2011



















# **ACQUISITION OF LBGA**

Boral to expand core building materials business by acquiring Lafarge's share of LBGA joint venture in Asia



#### **LBGA**

(Lafarge Boral Gypsum Asia)

- LBGA is a joint venture between Boral and Lafarge, formed in 2000 and is the leading supplier of plasterboard and internal linings products across Asia
- LBGA operates 20 plants in 8 countries, trades in a further 2 countries and exports to more than 30 countries

# Acquisition Overview

- Agreement to acquire Lafarge's 50% share in the joint venture Lafarge Boral Gypsum Asia ("LBGA")
- Consideration of €429 million (AUD \$598 million<sup>(1)</sup>) on an enterprise value basis,
   €380 million (AUD \$530 million) on an equity value basis<sup>(2)</sup>

# Conditions / Timetable

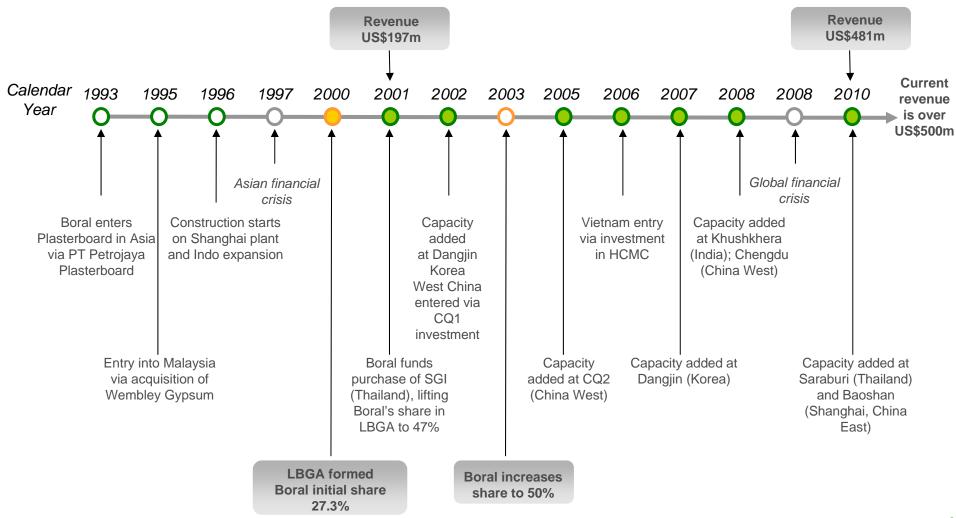
- Finalisation of agreements subject to completion of arrangements related to intellectual property and transitional services
- Transaction expected to be complete by the end of calendar 2011

#### Notes:

# **BORAL ASIA PLASTERBOARD**

History of Boral in Asia and Evolution of LBGA





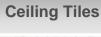
# **LBGA**

# **Product Profile and Manufacturing Footprint**



#### **Plasterboard**





Compounds



2006(1) 2011f **Plasterboard** 2007 2008 2009 2010 Board sales 296 196 219 235 230 265 (million m<sup>2</sup>) Board plant 289 289 337 337 413 448 capacity (million m<sup>2</sup>)

#### **Metal Studs**







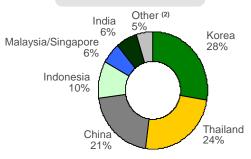




#### **Plasters**



#### CY2010 Revenue



Korea	3	1	-	4
Thailand	5	1	1	7
China	4	2	-	6
Indonesia	3	1	-	4
Malaysia/Singapore	1	2	-	3
India	1	1	-	2
Other <sup>2</sup>	3	1	_	4

Plants<sup>(3)</sup>

Sales

Offices

9

**Quarries** 

1

Total

30

#### Notes:

**Total** 

**Operations** 

- 1 All figures are December year end
- 2 Other includes Vietnam, Philippines, United Arab Emirates and other export countries

20

3 Plasterboard, metal components and compound plants

# **LBGA**

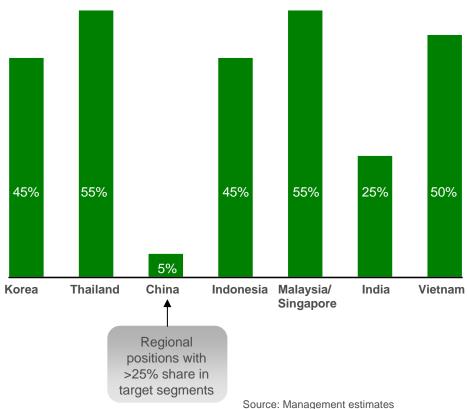
# Locations and Competitive Landscape



#### **LBGA Plant Locations**

Country	Name	Gypsum Type	Energy Source	Capacity (M m² pa)
Korea	Yosu	Synthetic	H.Oil/Steam	35
Korea	Ulsan	Synthetic	H.Oil/Gas	46
Korea	Dangjin 1	Synthetic	Gas	37
Korea	Dangjin 2	Synthetic	Gas	35
Thailand	Saraburi 1	Natural	Gas	50
Thailand	Saraburi 2	Natural	Gas	35
Thailand	Songkhla	Natural	Gas	20
China	Pudong (Shanghai)	Synthetic	Gas	30
China	Chengdu	Synthetic	Gas	12
China	Chongqing	Synthetic	Gas	13
China	Baoshan (Shanghai)	Synthetic	Gas	35
China	KYJ (Shandong)	Natural	Steam	35
Indonesia	Cilegon	Natural	Gas	21
Indonesia	Gresik	Natural	Gas	14
Malaysia	Parit Buntar	Natural	Gas	10
India	Khushkhera	Natural	Gas	8
Vietnam	Ho Chi Minh	Natural	Gas	12
Total				448

#### **LBGA 2010 Estimated Market Share**



Source: LBGA

# LBGA Financials



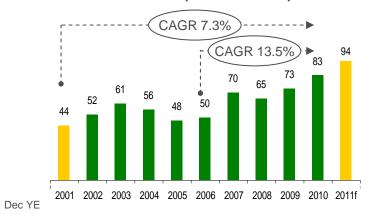
USD \$million	Year end Dec 09	Year end Dec 10	12 mths to June 11	Year end Dec 11f
Revenue	401	481	520	576
EBITDA	73	83	85	94
EBITDA Margin (%)	18.2%	17.3%	16.3%	16.3%
EBIT	50	56	57	66
Operating Cashflow	93	73	65	
Net Assets (excluding minority interests)	383	422	431 <sup>1</sup>	

- AUD \$598 million purchase price<sup>2</sup> represents CY2012 EBITDA multiple of 11.1x
- LBGA expected to achieve CY2012 EBITDA in the order of USD \$108 million

#### Revenue (USD \$million)



#### **EBITDA (USD \$million)**



Notes: <sup>1</sup> Boral's share of LBGA net assets has a current book value of A\$202 million

<sup>2</sup> Enterprise value basis; based on AUDEUR exchange rate of 0.72, AUDUSD exchange rate of 1.00

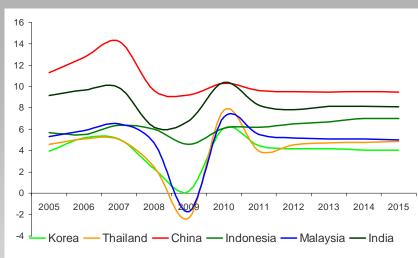
Source: Management accounts and forecasts

# LBGA

## **Drivers for Organic Growth**

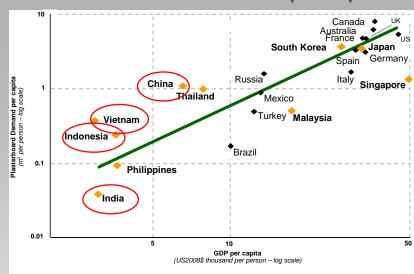






- Strong economic growth forecast across most important markets
- Increase public investment drives growth in non-residential construction
- Increasing urbanisation will drive growth in residential new build

# Plasterboard Demand/GDP per Capita



- Historically plasterboard use starts in commercial then moves to housing
- Lightweight, flexible and easy to install characteristics make plasterboard the interior lining product of choice
- Asia is expected to become the world's largest plasterboard market by 2014

Source: Freedonia, Boral estimates

# WORLD CLASS CAPACITY

Leading Products to High Growth Markets



## **World Class Capacity**

- Boral production system offers
   Asia Pacific plasterboard benefits
- Sales and marketing excellence and commercial leverage provides competitive advantage
- Asia Pacific innovation platform extended to include LBGA

#### **Ambitions for Future Growth**

- Potential to leverage low cost manufacturing in Asia Pacific region
- LBGA infrastructure provides solid foundation for Asian growth
- Higher proportion of Boral revenue tied to higher growth markets

Enhanced capabilities to improve performance

**Boral Building Products Asia** 

Expanded geographic presence to drive revenues

### **Core Competitive Advantages**

- Modern, well-equipped facilities in seven high growth markets
- Excellent management team with capacity to grow
- Comprehensive range of interior lining products with reputation for quality

# **Market Leading Position**

- Established brands respected for quality and reliability
- Extensive logistics and distribution networks in 10 countries in Asia
- Expert led marketing offers access to 30 high growth countries

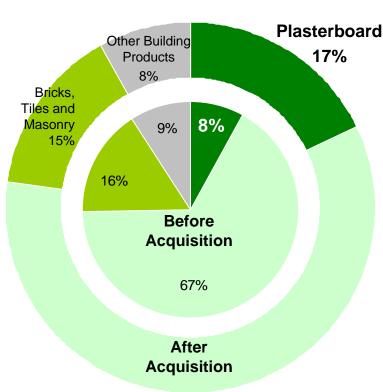
# **BORAL AND LBGA COMBINED**

A balanced portfolio with exposure to high growth markets and product areas



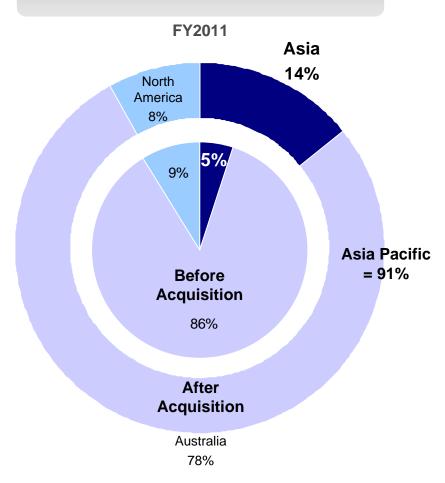
## **Pro Forma Revenue by Product Line**

#### FY2011



Construction Materials and Cement 60%

# **Pro Forma Revenue by Geography**



# PRO FORMA FINANCIALS Attractive post transaction financials with headroom to grow



- Pro forma revenue 11% higher than Boral's FY2011 results
- Pro forma EBITDA 13% above Boral's FY2011 results
- Underwritten dividend reinvestment plan provides further flexibility for funding headroom
- Debt funded upfront; AUD \$500 million increase in debt facilities retains facility headroom
- Gearing and balance sheet metrics should support existing short and long term investor ratings

#### **Pro Forma FY2011 Financials**

AUD \$million	FY2011 Boral <sup>1</sup>	FY2011 LBGA	FY2011 Pro Forma	% Increase
Revenue	4,682	520	5,202	11%
EBITDA	520	85	588 <sup>2</sup>	13%
EBIT	275	57	315 <sup>2</sup>	15%

# **Pro Forma FY2011 Funding**

AUD \$million	Pre Transaction	Post Transaction <sup>(3)</sup>
Pro forma Net Debt	505	1,359
Pro forma Gearing	16%	43%
Facility Headroom	~700	~700

#### Notes:

<sup>1</sup> Results from continuing operations

<sup>2</sup> Boral 2011 full year reported EBIT/EBITDA result includes \$17 million in equity accounted income from LBGA. This has been excluded from the FY2011 Pro Forma EBIT/EBITDA amounts

<sup>3</sup> As at 30 June 2011 assuming transaction occurred on that date. Post Transaction figures include additional net debt for LBGA acquisition, associated transaction costs and consolidation of LBGA net debt position, plus acquisition costs for previously announced Wagner and Sunshine Coast Quarries acquisitions

# LBGA ACQUISITION SUMMARY

An exciting step for the future development of Boral



Adds significantly to Boral's portfolio of high growth markets in Asia.

Increases exposure to and more evenly balances portfolio across attractive product areas.

LBGA's leading market and distribution network provides strong foundation for growth.

Potential to enhance productivity through application of Boral's proven management processes.

Financially attractive, expected to be earnings accretive in first full year of ownership (FY2013).

Low risk deal offering scale and earnings growth in well-understood business.



