

Annual General Meeting

4 October 2022

Dear Shareholder

It is my pleasure to invite you to the 2022 Annual General Meeting (AGM or the Meeting) of Boral Limited (Boral or the Company). The Meeting will be held on Thursday, 3 November 2022 at 10.30am (Sydney time) at the Civic Pavilion, The Concourse, Chatswood.

The Notice of Meeting that follows sets out the business to be dealt with at the Meeting.

Shareholders who are unable to attend the Meeting are encouraged to appoint a proxy to participate on their behalf. You may appoint a proxy by accessing our share registry's website at www.linkmarketservices.com.au and following the prompts, or by following the instructions in the Proxy Form. Proxy appointments must be received by 10.30am (Sydney time) on Tuesday, 1 November 2022.

The AGM will be webcast live on our website at www.boral.com/annual-general-meetings.

We also invite you to submit questions to the Company or auditor in advance of the Meeting at www.linkmarketservices.com.au. Questions submitted this way must be received by no later than 5pm (Sydney time) on Thursday, 27 October 2022.

For the health and safety of all attendees, we will be observing any COVID-19 public health orders/restrictions and any other government requirements that apply at the time of the AGM.

Shareholders should monitor the Company's website and ASX announcements where we will provide updates if it becomes necessary or appropriate to make alternate arrangements for holding or conducting the Meeting.

Welcome to the 2022 AGM

The AGM is an important event in Boral's annual calendar. I look forward to this opportunity to engage with Boral's shareholders.

My address and the CEO & Managing Director's address to the AGM will be lodged with the ASX and posted on Boral's website on the day of the Meeting.

Yours sincerely



Ryan Stokes AO
Chairman

Notice of Meeting

NOTICE IS GIVEN THAT THE ANNUAL GENERAL MEETING (AGM OR MEETING) OF SHAREHOLDERS OF BORAL LIMITED WILL BE HELD AT THE CIVIC PAVILION, THE CONCOURSE, 409 VICTORIA AVENUE, CHATSWOOD NSW ON THURSDAY, 3 NOVEMBER 2022 AT 10.30AM (SYDNEY TIME).

BUSINESS

Item 1: Financial reports

To consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

Item 2: Election and re-election of Directors

- 2.1 To elect Jacqueline Chow as a Director
- 2.2 To elect Mark Johnson as a Director
- 2.3 To re-elect Karen Moses as a Director

Separate resolutions will be put to the Meeting in respect of each Director seeking election or re-election.

Item 3: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2022."

Voting Exclusion Statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the key management personnel of the Company (KMP) named in the 2022 Remuneration Report or a closely related party of those persons (such as a close family member or any company the person controls), regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or a closely related party of any of those persons,

unless the vote is cast as a proxy for a person who is entitled to vote on Item 3, and:

- the vote is cast in accordance with a direction on the Proxy Form; or
- in the absence of a direction on the Proxy Form, the vote is cast by the Chairman of the Meeting and the Chairman has received express authority to vote undirected proxies as the Chairman decides (see the 'How to vote' section).

Item 4: Adoption of new Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"To approve and adopt a new Constitution, which is signed by the Chairman of the Meeting for the purpose of identification, as the Constitution of the Company in place of the current Constitution, with effect from the close of the Meeting."

The enclosed 'How to participate in the Meeting' section and Explanatory Notes contain further information about the matters to be considered at the AGM and form part of this Notice of Meeting.

By order of the Board



Amy Jackson
Company Secretary
Sydney, 4 October 2022

How to participate in the Meeting

Voting at the Meeting

- The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm (Sydney time) on Tuesday, 1 November 2022.
- Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to vote at the AGM.
- All items of business set out in the Notice of Meeting will be decided by way of a poll.
- As previously noted, shareholders are encouraged to lodge a directed proxy by 10:30am (Sydney time) on Tuesday, 1 November 2022 even if they plan to attend the Meeting.

Appointing a proxy

- A member has the right to appoint a proxy. The proxy of a member does not need to be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the member's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one half of those votes (and fractions will be disregarded).
- If a member appoints a KMP (which includes each of the Directors) as a proxy, the KMP will not be able to cast the member's votes on Item 3 unless the member directs the KMP how to vote or the Chairman of the Meeting is the member's proxy.
- If a member appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the member's proxy by default, and the member does not mark a voting box for Item 3, then by submitting the Proxy Form the member will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of Item 3 even though the item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Submitting your Proxy Form

- Details for completion and lodgment of proxies are outlined on the Proxy Form. Proxy forms can be downloaded at www.linkmarketservices.com.au. The Proxy Form must be received by the Company at least 48 hours prior to the AGM – that is, no later than 10.30am (Sydney Time) on Tuesday, 1 November 2022.

- The Proxy Form may be sent:
 - by post to:
Locked Bag A14, Sydney South NSW 1235
 - by fax to:
Link Market Services Limited on +61 2 9287 0309
 - lodged online at:
www.linkmarketservices.com.au
(go to "Voting" and follow the prompts).

Appointing a corporate representative

- A member of the Company who is a body corporate, or a proxy who is a body corporate, may appoint a person to act as their representative at the AGM by providing that person with:
 - a letter or certificate, executed in accordance with the body corporate's constitution or the *Corporations Act 2001* (Cth), authorising the person as a representative; or
 - a copy of the resolution, certified by a secretary or a director of the body corporate, appointing the person as a representative.
- A copy of the Corporate Representative Form should be lodged with Link Market Services prior to close of proxies.

Lodging a question prior to the Meeting

- If you wish to submit a question in writing to the Chairman or the Auditor in advance of the Meeting, please submit your question online at www.linkmarketservices.com.au. Questions submitted this way must be received at least five business days prior to the AGM (that is, by 5pm (Sydney time) on Thursday, 27 October 2022) to allow time to collate questions and prepare answers. The Company will not provide written answers to individual questions; however, during the Meeting, the Chairman or the CEO & Managing Director will seek to address as many of the more frequently raised topics as possible.

Webcast

- If you cannot attend the Meeting in person, there will be a webcast of the Meeting available online which will allow you to view the proceedings live.
- You can access the webcast on our website at www.boral.com/annual-general-meetings.
- We encourage you to watch the live webcast, appoint a proxy to vote on your behalf and submit any questions you have in advance of the Meeting.

Explanatory Notes

ITEM 1 – FINANCIAL REPORTS

The Financial Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report 2022. A copy of the Annual Report can be found on the Company's website at www.boral.com/news/annual-reports.

While the Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year to be laid before the AGM, neither the Corporations Act nor the Company's Constitution require shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the AGM to ask questions about those reports and on the management of the Company. Shareholders will also have a reasonable opportunity to ask the Auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company, and the independence of the Auditor in relation to the conduct of the audit.

ITEM 2 – ELECTION OF DIRECTOR

Since the 2021 AGM, Jacqueline Chow and Mark Johnson have been appointed to the Board. In accordance with the Company's Constitution, they will each cease to hold office following the 2022 AGM and, being eligible, offer themselves for election to the Board.

The Board has conducted appropriate checks into their background and experience, and considers that their skills and experience will further enhance the skills and experience represented on the Board.

In accordance with the Company's Constitution, a Director must retire from office no later than the longer of the third AGM and three years following that Director's last election. A retiring Director is eligible for re-election.

Karen Moses was last elected as a Director at the 2019 AGM. Ms Moses therefore retires and, being eligible, offers herself for re-election to the Board.

The Board has considered the skills and expertise each Director brings to the Board.

For the reasons in each Director's profile, the Board recommends that shareholders vote in favour of each Director standing for election or re-election (with the relevant Director abstaining in relation to their own election or re-election).

Profiles of the Directors follow. The Board considers Jacqueline Chow, Mark Johnson and Karen Moses to be independent Directors.

Item 2.1 Election of Jacqueline Chow



Jacqueline Chow

Jacqueline Chow joined the Boral Board in March 2022.

Jacqueline is currently a non-executive Director of Coles Group Ltd, Charter Hall Ltd and nib Holdings Ltd.

She previously consulted to McKinsey as a Senior Advisor in its Transformation Group.

Jacqueline has more than 20 years' corporate experience in executive and non-executive positions in general management, strategy, marketing and technology across a range of sectors, including industrial, retail, telecommunications and financial services.

She previously held senior positions at Fonterra, where she was Chief Operating Officer, Global Consumer and Food Service, and prior to that at Accenture, the Kellogg Company and Campbells. Through these roles, Jacqueline has significant experience in innovation, digital platforms and technology, and driving transformation and cultural change.

Jacqueline holds a Master of Business Administration (Dean's Distinguished Service Award) from the Kellogg School of Management at Northwestern University and a Bachelor of Science (Hons) from UNSW Sydney.

Directors' recommendation

Accordingly, for the reasons outlined above, the Board (with Jacqueline Chow abstaining) recommends the election of Jacqueline Chow.

Item 2.2 Election of Mark Johnson



Mark Johnson

Mark Johnson joined the Boral Board in December 2021.

Mark is an experienced non-executive Director and currently serves as Chairman of The Hospitals Contribution Fund of Australia Ltd (HCF) and is an independent Director of Goodman Group and Metcash Limited. He is also a Councillor at UNSW Sydney and a Director of a number of private companies.

He was previously Chairman and a Director of G8 Education Ltd and an independent Director of Coca-Cola Amatil Ltd and Westfield Corporation Ltd.

He held several senior leadership roles during his more than 20 years as a senior partner at PricewaterhouseCoopers (PwC), including as CEO of PwC Australia from 2008 to 2012, Deputy Chairman PwC Asia and member of PwC's Global Strategy Council.

Mark is a Fellow of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors, and is a Certified Practising Accountant Australia. He holds a Bachelor of Commerce from UNSW Sydney.

Directors' recommendation

Accordingly, for the reasons outlined above, the Board (with Mark Johnson abstaining) recommends the election of Mark Johnson.

Item 2.3 Re-election of Karen Moses



Karen Moses

Karen Moses joined the Boral Board in March 2016.

Karen is a Director of Orica Ltd, Charter Hall Group, Snowy Hydro and Sydney Symphony Ltd, and a Fellow of the University of Sydney Senate.

She was previously a Director of SAS Trustee Corporation, Australia Pacific LNG Pty Ltd, Origin Energy Ltd, Contact Energy Ltd, Energía Andina S.A., Australian Energy Market Operator Ltd, VENCORP, Energy and Water Ombudsman (Victoria) Ltd and Sydney Dance Company.

Karen has more than 30 years' experience in the energy industry, spanning oil, gas, electricity and coal, and upstream production, and supply and downstream marketing operations. This experience has been gained both within Australia and overseas.

She holds a Bachelor of Economics and a Diploma of Education from the University of Sydney.

Directors' recommendation

Accordingly, for the reasons outlined above, the Board (with Karen Moses abstaining) recommends the re-election of Karen Moses.

Explanatory Notes (continued)

ITEM 3 – REMUNERATION REPORT

The Remuneration Report is part of the Directors' Report and is set out on pages 65 to 86 of the Annual Report 2022.

The Remuneration Report:

- demonstrates the links between Boral's remuneration policies and Boral's performance; and
- provides the required remuneration details for each Director and other members of the KMP.

The Board submits the Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary resolution, as required by the Corporations Act.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Company respects the views of its shareholders and will take the outcome of the vote into account when considering remuneration policy in the future.

Please note: a voting exclusion applies to this resolution.

Directors' recommendation

The Board recommends shareholders vote in favour of the resolution to adopt the Remuneration Report.

ITEM 4 – ADOPTION OF NEW CONSTITUTION

The Company's current Constitution was last amended at the Company's 2007 Annual General Meeting.

It is now proposed for the Company to adopt a new Constitution, as there have been a number of developments in law, corporate governance principles and emerging corporate and commercial practice for ASX-listed companies since that time.

Many of the changes that are being proposed are intended to bring the Constitution into closer alignment with emerging market practice, or to reflect changes to applicable laws, regulations and investor expectations. Many of the other proposed changes are administrative or relatively minor in nature.

The key differences between the current Constitution and the new Constitution are outlined below.

Copies of the Company's current Constitution and the proposed new Constitution are available from the Boral website at www.boral.com/annual-general-meetings. You can request a copy of these documents by emailing info@boral.com.au.

General meetings

- **Virtual and hybrid meetings:** The new Constitution will provide the Company with the flexibility to hold general meetings as fully virtual or hybrid meetings (as well as physical meetings).
- **Direct voting:** The Company will have the flexibility to offer direct voting at general meetings, where members may vote directly before a general meeting without appointing a proxy or other representative.
- **Express powers for Chair to regulate general meetings:** The new Constitution clarifies the Chair's powers in respect of the conduct of general meetings. For example, the Chair will have the power not to put to the meeting any resolution set out in the notice of meeting (other than as required by the Corporations Act), as well as to suspend proceedings without a formal adjournment. The Chair will also have a casting vote where there is an equality of votes at a general meeting.
- **Voting by poll:** The new rule 6.7(e) provides that resolutions set out in the notice of meeting and any other matter determined appropriate by the Chair will be voted on by poll.
- **Unclear/improperly executed proxy forms:** The new rule 6.10(j) introduces the ability for the Company to clarify with a member any instruction on a proxy form that is incomplete or unclear and make necessary amendments to ensure the proxy appointment is valid and reflects the member's intended instructions.
- **Postponement/cancellation/adjournment:** The proposed Constitution provides greater flexibility to postpone or adjourn general meetings, and shareholders will not have a right to direct the Chair to adjourn a general meeting.

Board and Directors

- **Remuneration:** The new rule 7.3 will provide additional clarification on how the non-executive Director remuneration pool is to be calculated, which reflects the ASX Listing Rules.
- **External Director nomination deadline:** Under the new Constitution, an external Director nomination must be received at least 45 business days before a Board-convened general meeting and no more than 90 business days before the date of the meeting.
- **Minimum shareholding requirement:** The new rule 7.4(a) removes the previously constitutionally entrenched minimum shareholding requirement for Directors.

Directors' meetings

- **Written resolutions:** Directors will be able to pass written resolutions of the Board where a majority of the Directors (other than those who are away or otherwise unable to or excluded from voting on the resolution) sign or consent to the resolution, and the Directors who sign or consent would have constituted a quorum.
- **Meeting by technology:** The new Constitution clarifies the use of technology to conduct Board meetings.

Dividends, distributions and capital returns

- **Rescission:** The new rule 4.1(b) introduces the flexibility for the Board to rescind a dividend if the Company's financial position no longer justifies it or if it is otherwise in the best interests of the Company.
- **Payment of dividends:** The new Constitution sets out the process for paying dividends, including by direct credit into a member's nominated account, and clarifies the ability to require bank account details before a dividend needs to be paid. If no bank account is nominated, the dividend can be paid into an account of the Company's and held without interest. Similar provisions also apply where a member is uncontactable. The new Constitution further provides that the Company may reinvest unclaimed dividends in shares of the Company.
- **Non-cash payments:** The new rule 4 contains provisions that facilitate the payment of non-cash dividends, distributions and capital returns, including more flexible provisions that accommodate for the payment of in-specie dividends.

Other matters relating to shares

- **Preference and restricted securities:** The new rule 2.2 sets out more detailed provisions on the issue of preference shares. The new rule 2.8 sets out more detailed provisions on the issue of 'restricted securities' (within the meaning of the ASX Listing Rules) as required under the ASX Listing Rules.
- **Winding up:** The new rule 10 sets out additional provisions about the distribution of surplus and dividing property (for example, setting off of distributions of surplus against unpaid calls, and division of property other than in accordance with members' legal rights).

General updates

- **Notices:** The provisions in the new Constitution relating to notices have been modernised.
- **'Hardwiring' legal requirements:** Certain provisions in the current Constitution which simply reflect a requirement under the law or the ASX Listing Rules have been removed in order to avoid enshrining the currently applicable requirements which may change in the future.
- **Terminology:** Changes have been made to update certain terms that have become outdated, such as 'Australian Stock Exchange', 'ASTC Operating Rules', and 'unmarketable parcel'.

Directors' recommendation

Accordingly, for the reasons outlined above, the Board recommends shareholders vote in favour of the resolution to adopt the new Constitution.

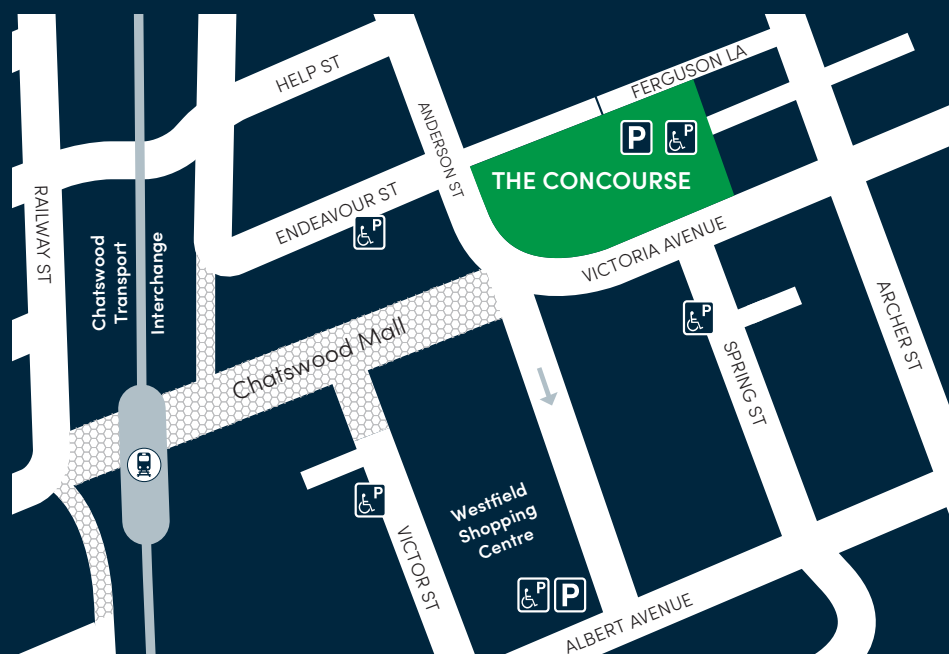
Directions and map

Parking

Parking is available at the Concourse. The car park entrance is on Ferguson Lane via Archer Street.

Train

The Chatswood train station is located near the Concourse, and is about a six-minute walk.



Boral Limited

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Share registry

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