Dear Shareholder

It is my pleasure to invite you to attend the 2017 Annual General Meeting of Boral Limited.

The Meeting will be held at the Civic Pavilion, The Concourse, Chatswood on Thursday, 2 November 2017 at 10.30am.

We also invite you to join the Board and senior management of Boral for refreshments following the Meeting. This is an opportunity for you to learn more about Boral’s operations from the executives who are running Boral’s businesses.

The map opposite shows the location of The Concourse.

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

If you are able to attend the Meeting, please bring the enclosed Proxy Form with you to facilitate your registration.

If you do not plan to attend the Meeting, you may wish to appoint a proxy to attend and vote on your behalf by completing and lodging the enclosed Proxy Form. Instructions on how to appoint a proxy and lodge the form are outlined on the back of the form. Proxy Forms must be received by 10.30am on Tuesday, 31 October 2017 to be valid for the Meeting.

The full AGM will be webcast live on the internet at www.boral.com.

The Chairman’s Address and the CEO & Managing Director’s Address to the AGM will cover reviews of Boral’s financial performance, current priorities and the strategic direction of the Company.

Copies of the Addresses will be placed on Boral’s website on the day of the Meeting.

Yours sincerely

Dr Brian Clark
Chairman
Notice of Meeting

Notice is given that the Annual General Meeting of Shareholders of Boral Limited will be held at the Civic Pavilion, The Concourse, 409 Victoria Avenue, Chatswood NSW on Thursday, 2 November 2017 at 10.30am.

Business

Item 1: Financial Reports
To consider the Financial Report, the Directors’ Report and the Auditor’s Report for the year ended 30 June 2017.

Item 2: Re-election of Directors
2.1 To re-elect Brian Clark as a Director
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
“That Brian Clark, who retires in accordance with clause 6.3(b) of the Company’s Constitution, being eligible, be re-elected as a Director of the Company.”

2.2 To re-elect Kathryn Fagg as a Director
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
“That Kathryn Fagg, who retires in accordance with clause 6.3(b) of the Company’s Constitution, being eligible, be re-elected as a Director of the Company.”

2.3 To re-elect Paul Rayner as a Director
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
“That Paul Rayner, who retires in accordance with clause 6.3(b) of the Company’s Constitution, being eligible, be re-elected as a Director of the Company.”

Item 3: Award of LTI and deferred STI Rights to Mike Kane, CEO & Managing Director
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
“That approval is given for the award to Mike Kane, the CEO & Managing Director, of rights to fully paid ordinary shares in the Company on the terms described in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion Statement
The Company will disregard any votes cast on Item 3:
• by or on behalf of Mr Kane and his associates, regardless of the capacity in which the vote is cast; or
• as a proxy by a member of the key management personnel of the Company (KMP) at the date of the AGM or a closely related party of those persons (such as close family members and any companies the person controls), unless the vote is cast as 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 “How to vote” section).

Note: If shareholder approval is obtained, Mr Kane’s rights will be granted under Boral’s Equity Incentive Plan. No other Directors are eligible to participate in the Equity Incentive Plan.

Item 4: 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 2017.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes cast on the resolution are against the resolution, the conditional spill resolution below will be put to shareholders for their consideration and vote.

Contingent Business

Item 5: Conditional Spill Resolution
If required, to consider and, if thought fit, to pass as an ordinary resolution:
“That, subject to and conditional on at least 25% of the votes cast on Item 4 being cast against the Remuneration Report:
• an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this resolution;
• all of the Non-executive Directors in office when the resolution to approve the Directors’ Report for the financial year ended 30 June 2017 was passed (being Brian Clark, Catherine Brenner, Eileen Doyle, Kathryn Fagg, John Marlay, Karen Moses and Paul Rayner) who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
• resolutions to appoint persons to offices that will be vacated on the votes cast on Item 4 being cast against the Remuneration Report or a closely related party of those persons, unless the vote is cast as proxy for a person who is entitled to vote on Items 4 and 5, 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 “How to vote” section).

By order of the Board

Dominic Millgate
Company Secretary
Sydney, 15 September 2017
How to vote

Voting at the Meeting
• The Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as at 7.00pm (Australian Eastern Daylight Time) on Tuesday, 31 October 2017. Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to attend and vote at the Annual General Meeting.

Appointing a proxy
• A member entitled to attend and vote at the Annual General Meeting 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.
• If a member appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the member’s votes on Item 3, Item 4 or Item 5 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, Item 4 or Item 5, then by completing and submitting the Proxy Form the member will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant Item 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, with the exception of contingent business Item 5 where the Chairman of the Meeting will be voting against.

Submitting your proxy form
• Details for completion and lodgment of proxies are outlined on the Proxy Form. The Proxy Form must be received by the Company at least 48 hours prior to the Annual General Meeting – that is, no later than 10.30am (Australian Eastern Daylight Time) on Tuesday, 31 October 2017. The Proxy Form may be sent:
  – By post to: Locked Bag A14, Sydney South NSW 1235
  – By hand delivery to: c/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000
  – 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 and who is entitled to attend and vote at the Annual General Meeting, or a proxy who is a body corporate and is appointed by a member of the Company entitled to attend and vote at the Annual General Meeting, may appoint a person to act as their representative at the Annual General Meeting 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.

Lodging a question
• If you wish to submit a question in writing to the Chairman or the Auditor, please complete the AGM Question Form that accompanies this Notice of Meeting. AGM Question Forms must be received at least five business days prior to the Annual General Meeting (that is, by Thursday, 26 October 2017) to allow time to collate questions and prepare answers. During the meeting, the Chairman or the CEO & Managing Director will seek to address as many of the more frequently asked questions as possible.
ITEM 1 – Financial Reports


While the Corporations Act 2001 (Cth) (Act) requires the Financial Report, the Directors’ Report and the Auditor’s Report of the Company for the year to be laid before the Annual General Meeting, neither the Act nor the Company’s Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have a reasonable opportunity at the Annual General Meeting to ask questions on 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 – Re-election of Directors

In accordance with the Company’s Constitution, a Director must retire from office no later than the longer of the third Annual General Meeting and three years following that Director’s last election. Retiring Directors are eligible for re-election.

Brian Clark, Kathryn Fagg and Paul Rayner were last elected as Directors at the 2014 Annual General Meeting. They therefore retire and, being eligible, offer themselves for re-election.

The Board has undertaken a review of the performance of each Director standing for re-election and the contribution they have made to the Board and to Board Committees. The Board has also considered the skills and expertise each Director brings to the Board.

Profiles of the Directors standing for re-election are set out below. The Board considers each of these Directors to be independent.

Item 2.1 Re-election of Dr Brian Clark

Dr Brian Clark joined the Boral Board in May 2007 and became Chairman in November 2015. Dr Clark has experience as an executive and director in Australasia, Japan, China, Italy, the UK and South Africa. He was previously a Director of AMP Limited and Chairman of AMP Capital Limited, and was previously on the Board of National Australia Bank and a member of the Merrill Lynch Australian Advisory Board.

In South Africa, he was President of the Council for Scientific and Industrial Research (CSIR) and CEO of Telkom SA. He also spent 10 years with the UK’s Vodafone Group as CEO Vodafone Australia, CEO Vodafone Asia Pacific and Group Human Resources Director. He holds a Doctorate in physics from the University of Pretoria, South Africa and completed the Advanced Management Program at the Harvard Business School. Dr Clark is the Chairman of the Board.

The Board (with Dr Clark abstaining) recommends the re-election of Dr Clark.

Item 2.2 Re-election of Kathryn Fagg

Kathryn Fagg joined the Boral Board in September 2014. Ms Fagg is a Board member of the Reserve Bank of Australia and a Director of Incitec Pivot Limited and Djerriwarrh Investments Limited. She is also President of Chief Executive Women, Chair of the Melbourne Recital Centre and the Breast Cancer Network Australia. Ms Fagg is an experienced senior executive, having worked across a range of industries in Australia and Asia, including logistics, manufacturing, resources, banking and professional services. She was previously President of Corporate Development with the Linfox Logistics Group and prior to that she held executive roles at BlueScope Steel and ANZ and consulted for McKinsey and Co. She holds an Honorary Doctor of Business and a Master of Commerce in Organisation Behaviour from UNSW and an Honorary Doctor of Chemical Engineering and a chemical engineering degree from the University of Queensland.

Ms Fagg is Chairman of the Remuneration & Nomination Committee and a member of the Health, Safety & Environment Committee.

The Board (with Ms Fagg abstaining) recommends the re-election of Ms Fagg.

Item 2.3 Re-election of Paul Rayner

Paul Rayner joined the Boral Board in September 2008.

Continued over ...
Mr Rayner is the Chairman of Treasury Wine Estates Limited, a Director of Qantas Airways Limited and a Director of the Murdoch Children’s Research Institute. He was previously a Director of Centrica plc, a UK listed company. He brings to the Board extensive international experience in markets relevant to Boral including North America, Asia and Australia. He has worked in the fields of Finance, Corporate Transactions and General Management in consumer goods, manufacturing and resources industries. His last role as an executive was Finance Director of British American Tobacco plc, based in London from January 2002 to 2008. He holds an Economics Degree from the University of Tasmania and a Masters of Administration from Monash University.

Mr Rayner is Chairman of the Audit & Risk Committee.

The Board (with Mr Rayner abstaining) recommends the re-election of Mr Rayner.

ITEM 3 – Award of Rights to Mike Kane, CEO & Managing Director

Shareholder approval is being sought to allocate to the Company’s CEO & Managing Director, Mike Kane, rights to receive fully paid ordinary shares in the Company:

- as Mr Kane’s long-term incentive (LTI) grant for FY2018 (LTI Rights); and
- as the deferred component of Mr Kane’s earned short-term incentive (STI) award for FY2017 (STI Rights), (together, “rights”).

If shareholder approval is obtained, the rights will be granted under Boral’s Equity Incentive Plan.

Why is approval sought?

The Company is seeking approval for the proposed grants of rights to Mr Kane pursuant to ASX Listing Rule 10.14, which requires the Company to obtain shareholder approval in order to issue securities to a director under an employee incentive scheme, and in the interests of transparency and good governance.

Any required or appropriate shareholder approval for future equity awards to be made to Mr Kane will be sought at future annual general meetings.

LTI Rights

Overview

The LTI Rights will be divided into two components, which will each be subject to a separate performance hurdle, as follows:

1. two-thirds will be subject to a relative Total Shareholder Return (TSR) hurdle (TSR Component); and
2. one-third will be subject to a Return on Funds Employed (ROFE) hurdle (ROFE Component).

Each component will be tested on 1 September 2020 and there will be no re-testing of either performance hurdle.

The Board believes that a relative TSR hurdle measured against constituents of the S&P/ASX 100 Index ensures alignment between comparative shareholder return and reward for Mr Kane, and provides reasonable alignment with diversified portfolio investors.

The ROFE performance hurdle is intended to reward achievement linked to improving the Company’s ROFE performance through the cycle. Our long-term goal is to exceed the weighted average cost of capital and the ROFE targets for annual LTI awards are set with a view to achieving this objective.

We appreciate there is great value in increasing the simplicity and transparency of remuneration where possible, and in response to investor feedback we have changed our LTI allocation methodology this year so the number of rights granted under an LTI award is calculated based on face value. This is consistent with how we calculate the number of STI rights to be granted for the purposes of deferred STI awards, and we consider that it provides the most transparency for our shareholders.

Importantly, the actual value (if any) that Mr Kane may receive from this LTI award cannot be determined until after the end of the three year performance period, because it is dependent on whether the performance hurdles are achieved and the share price at the time of vesting.

What is the CEO’s proposed LTI for FY2018?

The Board is proposing that Mr Kane be granted LTI Rights with a face value of $3,789,639, being 220% of his Base Cash Salary (BCS) as at 1 September 2017.

The formula used to calculate the number of LTI Rights is set out below.

\[
N = \frac{(220\% \times BCS)}{\text{Face value of a Boral Share}}
\]

N is the number of LTI Rights to be allocated to Mr Kane. If N is a fractional number, it will be rounded up to the nearest whole number. 220% is the percentage of the CEO’s annual BCS determined by the Board to be applicable for the CEO’s LTI for FY2018.

BCS or Base Cash Salary of the CEO is the equivalent of $1,722,563 at 1 September 2017, converted from US$1,299,674 based on the Reserve Bank of Australia daily exchange rate A$/US$, averaged over the 12 month period to 30 June 2017, being 0.7545.

Face value of a Boral share is the volume weighted average price (VWAP) of Boral shares on the ASX during the five day trading period up to but not including 1 September 2017, being $6.7524.

Based on this formula, the number of LTI Rights to be allocated is 561,229.
TSR Performance Hurdle

The performance hurdle for the vesting of the TSR Component will be measured by comparing the TSR of the Company with the TSRs of a comparator group comprising the companies in the S&P/ASX 100 Index on 1 September 2017. The period over which the TSR of the Company is compared with the TSRs of companies in the comparator group is the three year period commencing on 1 September 2017 (Performance Period).

For the purposes of calculating TSR, share prices will be determined by reference to:

- for the opening share price, the VWAP during the 60 trading days ending on the first day of the Performance Period; and
- for the closing share price, the VWAP during the 60 trading days ending on the last day of the Performance Period.

The Board has the discretion to adjust the comparator group to take into account events, including but not limited to, takeovers, mergers or de-mergers that might occur during the Performance Period.

The percentage of the TSR Component that does not vest in accordance with this schedule will lapse (i.e. there will be no further testing).

The percentage of the TSR Component which may vest is based on a sliding scale as follows:

<table>
<thead>
<tr>
<th>If at the end of the Performance Period, the TSR of the Company:</th>
<th>The percentage of the TSR Component which will vest is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Does not reach the 50th percentile of the TSRs of the S&amp;P/ASX 100</td>
<td>0%</td>
</tr>
<tr>
<td>Reaches the 50th percentile of the TSRs of the S&amp;P/ASX 100</td>
<td>50%</td>
</tr>
<tr>
<td>Is between the 50th percentile and the 75th percentile of the S&amp;P/ASX 100</td>
<td>Progressive pro rata vesting from 50% to 100% (i.e. on a straight-line basis)</td>
</tr>
<tr>
<td>Reaches or exceeds the 75th percentile of the TSRs of the S&amp;P/ASX 100</td>
<td>100%</td>
</tr>
</tbody>
</table>

The percentage of the TSR Component that does not vest following the end of the Performance Period will lapse (i.e. there will be no further testing).

ROFE Performance Hurdle

ROFE tests the efficiency and profitability of the Company’s capital investments. ROFE will be determined by the Board based on earnings before interest and tax (EBIT) (before significant items) as a percentage of average Funds Employed (where Funds Employed is the sum of net assets and net debt).

In determining the Company’s ROFE performance, the Board may make adjustments where it considers it necessary or appropriate in order to accurately reflect the ROFE outcomes in a manner that rewards performance that is consistent with shareholder expectations and the intent and purpose of the relevant ROFE target.

In regard to the LTI grant for FY2018, the percentage of the ROFE Component which may vest will be determined by the Board based on ROFE performance for the financial year ending 30 June 2020 in accordance with the following vesting schedule:

<table>
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<tr>
<th>If the Company’s ROFE performance for FY2020 is:</th>
<th>The percentage of the ROFE Component which will vest is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less than 12.0%</td>
<td>0%</td>
</tr>
<tr>
<td>12.0%</td>
<td>50%</td>
</tr>
<tr>
<td>Between 12.0% and 12.5%</td>
<td>Progressive pro rata vesting from 50% to 100% (i.e. on a straight-line basis)</td>
</tr>
<tr>
<td>12.5% or above</td>
<td>100%</td>
</tr>
</tbody>
</table>

The percentage of the ROFE Component that does not vest in accordance with this schedule will lapse (i.e. there will be no further testing).

The Company’s ROFE targets are set considering the current and anticipated weighted average cost of capital (WACC), to ensure that executives are only rewarded for delivery of returns above Boral’s WACC, although recognising that the WACC itself does change to reflect external circumstances, such as the long-term risk free rate. Further detail on our ROFE target setting process is disclosed in the Company’s Remuneration Report.

The Company’s ROFE performance is also reported annually in the Company’s Remuneration Report.

STI Rights

Overview

The Board introduced a deferred component for STI awards in 2013. The Board believes that STI deferral assists the Company to retain key talent and sharpens the focus of executives on creating longer term shareholder value.

Under the current STI arrangements:

- 80% of Mr Kane’s earned STI award for FY2017 is delivered in cash; and
- 20% is deferred into equity (in the form of STI Rights) for a period of two years from 1 September 2017 (subject to shareholder approval being obtained).

The number of STI Rights proposed to be granted to Mr Kane is 58,737.

This number has been calculated by dividing the deferred STI amount (i.e. 20% of the total STI awarded, being $396,614) by the VWAP of ordinary shares in the Company on the ASX over the five trading days up to but not including 1 September 2017 (being $6.7524).

The STI Rights will vest at the end of the two year deferral period on 1 September 2019, subject to the terms outlined below.

Terms applying to all rights

Vesting

On vesting, the rights may be converted (on a one-for-one basis) to fully paid ordinary shares in the Company or, at the Board’s discretion, Mr Kane may instead receive a cash-equivalent payment. Any shares issued to or transferred to Mr Kane on vesting of his rights may be purchased on-market or issued by the Company. No amount will be payable by Mr Kane for those shares.
ITEM 4 – Remuneration Report

The Remuneration Report is part of the Directors’ Report for the year and is set out on pages 51 to 71 of the Annual Report.

The Remuneration Report:
• demonstrates the links between Boral’s remuneration policies and Boral’s performance; and
• provides the required remuneration details for each of the Directors and other members of the KMP.

This year, the Remuneration Report also sets out the Company’s response to the “first strike” received at the 2016 Annual General Meeting.

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

Directors’ Recommendation

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

ITEM 5 – Conditional Spill Resolution

This resolution is a ‘conditional’ resolution. If it is put to the AGM and passed, it will only become effective if 25% or more of the votes cast on Item 4 are against the resolution to adopt the Remuneration Report. That is, if the Company receives a “second strike”.

If this resolution is passed and becomes effective, then it will be necessary for the Board to convene a special general meeting of the Company (Spill Meeting) within 90 days of the date of the 2017 Annual General Meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting: Brian Clark, Catherine Brenner, Eileen Doyle, Kathryn Fagg, John Marlay, Karen Moses and Paul Rayner.

Even if Dr Clark, Ms Fagg and Mr Rayner are re-elected at the 2017 Annual General Meeting, they will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

Directors’ Recommendation

The Board recommends that shareholders vote against this Item 5 if it is put to the meeting.
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- Presentations
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AGM DETAILS
The Annual General Meeting of Boral Limited will be held at the Civic Pavilion, The Concourse, Chatswood, NSW, on Thursday, 2 November 2017 at 10.30am.