

BORAL LIMITED ANNUAL GENERAL MEETING



2016

15 SEPTEMBER 2016

Dear Shareholder

It is my pleasure to invite you to attend the 2016 Annual General Meeting of Boral Limited.

The Meeting will be held at The Civic Pavilion, The Concourse, Chatswood on Thursday, 3 November 2016 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, 1 November 2016 to be valid for the Meeting.

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

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. This year, we will also recognise Boral's 70 year anniversary, highlighting the proud history of our Company.

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

Yours sincerely

A handwritten signature in black ink that reads "Brian Clark".

Dr Brian Clark
Chairman



CELEBRATING 70 YEARS

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, 3 November 2016 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 2016.

Item 2: 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 2016."

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of the key management personnel of the Company (**KMP**) named in the Remuneration Report or a closely related party of those persons (such as close family members and any companies 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 those persons,

unless the vote is cast as proxy for a person who is entitled to vote on Item 2, 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).

Item 3: Election and re-election of Directors

3.1 To elect Karen Moses as a Director

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

"That Karen Moses, who retires in accordance with clause 6.3(h) of the Company's Constitution, being eligible, be elected as a Director of the Company."

3.2 To re-elect Eileen Doyle as a Director

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

"That Eileen Doyle, 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 4: 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 4:

- 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 KMP at the date of the AGM or a closely related party of those persons,

unless the vote is cast as proxy for a person who is entitled to vote on Item 4, 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 5: Non-executive Directors' Fee Pool

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

"That the maximum aggregate amount available for payment by way of remuneration to all non-executive Directors per annum be increased by \$250,000 from \$1,750,000 to \$2,000,000."

Voting Exclusion Statement

The Company will disregard any votes cast on Item 5:

- by or on behalf of a Director or their associates, 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 a member of the KMP,

unless the vote is cast as proxy for a person who is entitled to vote on Item 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 2016

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, 1 November 2016. 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 2, 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 2, 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.

Submitting your proxy form

- Details for completion and lodgment of proxies are outlined on the reverse side of 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, 1 November 2016. 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 Wednesday, 26 October 2016) 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.

Explanatory Notes

ITEM 1 – Financial Reports

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

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 – Remuneration Report

The Remuneration Report is part of the Directors' Report for the year and is set out on pages 51 to 72 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.

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.

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

ITEM 3 – Election and 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 or appointment. Retiring Directors are eligible for re-election.

Eileen Doyle was last elected as a Director at the 2013 Annual General Meeting. Dr Doyle therefore retires and, being eligible, offers herself for re-election.

Since the 2015 Annual General Meeting, Karen Moses has been appointed to the Board. In accordance with the Company's Constitution, Ms Moses will cease to hold office following the 2016 Annual General Meeting and, being eligible, offers herself for election to the Board.

The Board has undertaken a review of the performance of each Director standing for election and 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 election and re-election (as applicable) are set out below. The Board considers each of these Directors to be independent.

Item 3.1 Election of Ms Karen Moses



Karen Moses, age 58

Karen Moses joined the Boral Board in March 2016. Ms Moses is a Director of Orica Limited, Sydney Symphony Limited, SAS Trustee Corporation and Sydney Dance Company. She has also been appointed as a Director of Charter Hall Group, effective from 1 September 2016. Ms Moses was previously a Director of Australia Pacific LNG Pty Limited, Origin Energy Limited, Contact Energy Limited, Energia Andina S.A., Australian Energy Market Operator Ltd, VENCORP and Energy and Water Ombudsman (Victoria) Limited. Ms Moses has over 30 years experience in the energy industry spanning oil, gas, electricity and coal commodities and upstream production, 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.

Ms Moses is a member of the Audit & Risk Committee and a member of the Health, Safety & Environment Committee.

The Board (with Ms Moses abstaining) recommends the election of Ms Moses.

Item 3.2 Re-election of Dr Eileen Doyle



Eileen Doyle, age 61

Dr Eileen Doyle joined the Boral Board in March 2010. Dr Doyle is a Director of GPT Group Limited and Oil Search Limited. She was previously the Deputy Chairman of CSIRO, a Director of Bradken Limited, OneSteel Limited and Ross Human Directions Limited and Chairman of Port Waratah Coal Services Limited. Her extensive executive and non-executive experience includes manufacturing and marketing in building and industrial materials throughout Australasia, Asia and North America. She holds a PhD in Applied Statistics from the University of Newcastle, is a Fulbright Scholar and has an Executive MBA from Columbia University Business School. She is a Fellow of the Australian Institute of Company Directors.

Dr Doyle is Chairman of the Health, Safety & Environment Committee and a member of the Audit & Risk Committee.

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

ITEM 4 – 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 FY2017 (**LTI Rights**); and
- as the deferred component of Mr Kane's earned short-term incentive (**STI**) award for FY2016 (**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

For the purposes of the LTI grant to Boral senior executives made in September 2016, the Company commissioned an independent valuer to determine the fair value of a right subject to the relative TSR hurdle as at 1 September 2016 (**Fair Value**). The Fair Value is the face value of a Boral share on 1 September, discounted for a number of factors that impact the value of a TSR tested right, such as the possibility that the TSR performance hurdle will not be met. Other factors that are taken into account when determining the discount from face value include the time to vesting, expected volatility of the share price and the dividends expected to be paid in relation to the shares. This approach is in line with the methodology used for valuing TSR tested rights for accounting purposes.

It is proposed that Mr Kane be granted 522,096 LTI Rights. This number has been calculated by dividing Mr Kane's total fixed remuneration as at 1 September 2016 (being \$1,843,000) by the Fair Value determined by the independent valuer, PricewaterhouseCoopers (being \$3.53).

The Board continues to utilise fair value for setting the quantum of the LTI award opportunity, because fair value takes into account the likelihood of Mr Kane deriving value from the LTI award at vesting. A fair value approach, transparently and consistently applied, assists stakeholders in understanding the value of what Mr Kane will receive at the time of grant of his LTI award.

Additionally, the Board considers that it is important to communicate the face value of the LTI award in order to aid transparency. The face value of \$3.52 million represents the maximum value of the award if all the LTI Rights vest. This number has been calculated based on the number of LTI rights proposed to be granted, multiplied by the volume weighted average price (VWAP) of ordinary shares in the Company traded on the ASX over the 5 trading days following the release of the FY2016 full year results (being \$6.7368).

Importantly, the actual value that Mr Kane may receive from any 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.

Furthermore, in light of investor feedback, the Company will consider moving to LTI allocations based on face value for next year. However, this change is not expected to alter the remuneration package of executives that is made up of LTI, nor is it meant to change the value of LTI awards delivered.

Performance Hurdles

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 2019 and there will be no re-testing of either performance hurdle.

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 2016. 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 2016 (**Performance Period**).

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

- for the opening share price, the volume weighted average share price (**VWAP**) during the 60 trading days ending on the first day of the Performance Period, and
- for the closing share price, the VWAP price 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 which may vest is based on a sliding scale as follows:

| If at the end of the Performance Period, the TSR of the Company: | The percentage of the TSR Component which will vest is: |
|---|---|
| Does not reach the 50th percentile of the TSRs of the S&P/ASX 100 | 0% |
| Reaches the 50th percentile of the TSRs of the S&P/ASX 100 | 50% |
| Exceeds the 50th percentile of the TSRs of the S&P/ASX 100 but does not reach the 75th percentile | Progressive pro rata vesting from 50% to 100% (i.e. on a straight line basis) |
| Reaches or exceeds the 75th percentile of the TSRs of the S&P/ASX 100 | 100% |

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).

The ROFE performance hurdle and relevant targets as determined by the Board are intended to reward achievement linked to improving the Company's ROFE performance through the cycle. Our longer term goal is to exceed the weighted average cost of capital, and the ROFE targets for LTI awards are set progressively with a view to achieving this goal.

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 FY2017, 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 2019 in accordance with the following vesting schedule:

| If the Company's ROFE performance for FY2019 is: | The percentage of the ROFE Component which will vest is: |
|--|---|
| Less than 12.0% | 0% |
| 12.0% | 50% |
| Greater than 12.0% and less than 12.5% | Progressive pro rata vesting from 50% to 100% (i.e. on a straight line basis) |
| 12.5% or above | 100% |

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). For each subsequent year's LTI grant, new ROFE targets will be set.

The Company's ROFE performance will be 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 FY2016 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 2016 (subject to shareholder approval being obtained).

The number of STI Rights proposed to be granted to Mr Kane is 61,902.

This number has been calculated by dividing the deferred STI amount (i.e. 20% of the total STI awarded, being \$417,028) by the volume weighted average price (VWAP) of ordinary shares in the Company on the ASX over the 5 trading days following the release of the FY2016 full year results (being \$6.7368).

The STI Rights will vest at the end of the two-year deferral period on 1 September 2018, 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.

The rights do not carry any voting rights or entitlements to receive dividend payments prior to vesting.

Cessation of employment

If Mr Kane resigns or his employment is terminated for performance reasons (for example, as a consequence of serious and willful misconduct or breach of duty), any unvested rights will lapse unless the Board determines otherwise.

If Boral terminates Mr Kane's employment without cause on Mr Kane's part, then the rights that have been granted but which remain unvested will continue beyond termination and will vest or lapse subject to their original terms (including, in the case of LTI Rights, the performance hurdles). The Board has a discretion to determine that a different treatment should apply.

Change of control

The Board has absolute discretion to determine that some or all of the unvested rights will vest if there is a takeover or other event likely to result in a change in control of the Company. In exercising this discretion, the Board will have regard to all relevant circumstances.

Preventing inappropriate or unfair benefits

Mr Kane's rights are subject to forfeiture or "clawback" provisions that the Board may apply in certain circumstances to ensure that Mr Kane does not obtain an inappropriate or unfair benefit, for instance if there is a material misstatement in the Company's accounts.

Additional Information Provided for Shareholders in Accordance with ASX Listing Rules

- Assuming that shareholder approval is forthcoming, the Company intends to grant the LTI Rights and STI Rights to Mr Kane immediately after the Annual General Meeting and, in any event, no later than 12 months after approval is obtained. If not approved, the remuneration intended to be delivered by way of rights may be delivered in cash, but, in the case of LTI Rights, only if the performance hurdles which would otherwise have applied are satisfied.

- No amount will be payable by Mr Kane for LTI Rights or the STI Rights as they form part of his total remuneration package.
- Shareholder approval was obtained for Mr Kane's FY2016 LTI grant of 606,440 rights and FY2015 deferred STI grant of 75,583 rights at the 2015 Annual General Meeting. These are the only rights that have been granted since the last approval. No consideration was payable by Mr Kane in respect of the rights granted to him.
- No other Director of the Company is entitled to participate in Boral's Employee Incentive Plan.
- No loan will be made by the Company in connection with the award of rights or the allocation to Mr Kane of any shares on vesting of those rights.
- If approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Directors' Recommendation

The Board (with Mr Kane abstaining) recommends that shareholders vote in favour of the resolution to approve the grant of rights to Mr Kane.

ITEM 5 – Non-executive Directors' Fee Pool

The ASX Listing Rules (Listing Rule 10.17) and the Company's Constitution require the maximum amount of non-executive Directors' remuneration to be determined by shareholders in a general meeting.

The current maximum aggregate remuneration of the non-executive Directors is \$1,750,000 per annum, that fee cap having been set by shareholders at the 2014 Annual General Meeting. Shareholder approval is sought to increase the maximum total amount available for payment by way of remuneration to non-executive Directors (**Fee Pool**) by \$250,000 to \$2,000,000 per annum.

The proposal to increase the Fee Pool is aimed at the Company maintaining an appropriate fee buffer in advance of specific needs arising. The proposed increase would:

- provide flexibility to allow the Board to appoint further non-executive Directors at an appropriate time (recognising the importance of orderly succession planning and the desirability of having transition periods between outgoing and incoming Directors); and
- ensure that the Company has the ability to pay competitive fees that are aligned with the market, and attract and retain high calibre non-executive Directors.

No securities have been issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Because each non-executive Director has an interest in this matter, the Board does not believe it is appropriate to make a recommendation to shareholders in relation to voting on this resolution.

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AGM DETAILS

The Annual General Meeting of Boral Limited will be held at the Civic Pavilion, The Concourse, Chatswood on Thursday, 3 November 2016 at 10.30am.

Boral Limited

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