

Insider Trading and Trading in Boral's Shares

Employees are encouraged to participate in Boral's growth and prosperity by owning shares and any other securities issued by the Company.

The Boral Employee Share Plan, which operates for the benefits of all employees, and the Boral Executive Share Plan and the Boral Senior Executive Option Plan, which provide incentives for nominated executives, have been established to facilitate ownership of Boral securities. The Plans were established with the approval of Boral shareholders.

Insider Trading

All employees should be aware insider trading is a serious offence under the Corporations Act. A fine and/or imprisonment is the prescribed penalty for a person found guilty of insider trading.

Consistent with the Boral value of meeting the spirit and the letter of the law at all times, managers are expected to have sufficient knowledge of the existence of the insider trading laws to ensure compliance with them.

Where a person possesses information that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities of a company ("**inside information**"), that person must not trade in securities of that company, procure another person to do so or pass on information to someone who may use the inside information to trade in securities. Securities include shares and options.

Managers may well be in possession of inside information about Boral from time-to-time. They may also obtain inside information about other companies with which Boral is doing business or negotiating.

Information to which inside information can relate includes:

- Contracts or proposed contracts with customers or suppliers.
- Proposed acquisitions, joint ventures or divestments.
- New products or services.
- Regulatory approvals or disapprovals.
- Operating results and financial performance.

Other persons including business contacts, spouses, relatives and friends can obtain inside information from Boral employees. The insider trader laws apply to these other persons in the same way as they apply to Boral employees.

Share Trading Policy

Directors and senior executives of Boral Limited (“**Boral**”) and its subsidiaries and associates of those directors and senior executives, and such other persons as the Managing Director and Chief Executive Officer (“**CEO**”) nominates (each a “**Designated Person**”) must not directly or indirectly:

- (a) subscribe for, purchase, sell or transfer, or enter into any agreement to subscribe for, purchase, sell or transfer any shares, debentures, or units of shares, in or made available by any of Boral and its subsidiaries (“**Boral Group Securities**”) or any options for or rights including share acquisition rights (“**SARs**”) in or to any Boral Group Securities or procure any other person or persons to do so except:
 - (i) during any of the following periods (each a “**trading window**”)
 - a 30 day period commencing on the day after the announcement of release of Boral’s half year results to the Australian Securities Exchange (“**ASX**”),
 - a 30 day period commencing on the day after the announcement of release of Boral’s annual results to the ASX,
 - a 30 day period commencing on the day after Boral’s Annual General Meeting, and
 - any additional period designated by the Board (or its delegate) from time to time (for example, during a period of enhanced disclosure);
 - (ii) by subscribing for Boral Group Securities under prospectuses (including the Boral Employee Share Plan), or by participating in the Boral Dividend Reinvestment Plan;
 - (iii) by accepting offers from Boral of options for Boral shares under the Boral Senior Executive Option Plan or SARs over Boral shares under the Boral Senior Executive Performance Share Plan; or
 - (iv) by Boral shares being transferred to them following vesting of SARs under the Boral Senior Executive Performance Share Plan or Boral shares under the Non-Executive Directors’ Share Plan.
- (b) exercise any options for or rights in or to any Boral Group Securities or procure any other person or persons to do so except within a period specified in subparagraph (a)(i). Such options and rights will include options under the Boral Senior Executive Option Plan and SARs under the Boral Senior Executive Performance Share Plan.

- (c) at any time, mortgage, create a lien over or otherwise charge or enter into any hedge or derivative transaction (whether or not for the purpose of limiting the economic risk) relating to any options under the Boral Senior Executive Option Plan, SARs under the Boral Senior Executive Performance Share Plan or Boral shares under the Non-Executive Directors' Share Plan regardless of whether or not the options have become exercisable or the options, SARs or Boral shares have vested.

Short term trading

Designated Persons must not trade in Boral Group Securities on a short term basis (that is, if fewer than 90 days elapse between the acquisition and disposal of Boral Group Securities) or for speculative trading gain.

Notification of trading

Directors must advise the Chairman of a proposed trade in Boral Group Securities and confirm that they are not in possession of any inside information.

Designated Persons must advise the Company Secretary, or his or her delegate, of a proposed trade in Boral Group Securities and confirm that they are not in possession of any inside information.

Following trading in Boral Group Securities, Designated Persons must confirm the details of their trading to the Company Secretary within three business days of the trade occurring.

No notification is required for participation in the Boral Dividend Reinvestment Plan or other corporate actions open to all shareholders.

Exceptional Circumstances

The CEO (or, in the case of Directors, the Chairman) has the discretion to approve dealing in Boral Group Securities by a Designated Person outside of a trading window in cases of demonstrated financial hardship or other exceptional circumstances, provided that that person is not in possession of inside information and provides written confirmation of that fact to the CEO or the Chairman (as the case may be).

Insider Trading Provisions

Nothing in this policy shall authorise any director or senior executive to act in contravention of the Insider Trading provisions of the Corporations Act or of the Rules of the Boral Senior Executive Option Plan or the Boral Senior Executive Performance Share Plan.

Breach of this Policy

Breaches of this policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.