

17 November 2022

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

2022 ANNUAL GENERAL MEETING ADDRESSES AND FY23 GUIDANCE UPDATE

Attached is a copy of the Chairman's Address and Managing Director & Chief Executive Officer's Address and Presentation to be made at the Annual General Meeting commencing at 11.00 am AEDT today.

This release has been authorised to be given to ASX by the Board of Seven Group Holdings.

Attachments:

1. Chairman's Address and Managing Director & Chief Executive Officer's Address
2. AGM Presentation Slides (including FY23 Guidance Update)

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Seven Group Holdings Limited is a leading Australian diversified operating and investment group with market leading businesses and investments in industrial services, media and energy. In industrial services, WesTrac is the sole authorised Caterpillar dealer in Western Australia, New South Wales and the Australian Capital Territory. WesTrac is one of Caterpillar's top dealers globally (by sales value). SGH owns Coates, Australia's largest nationwide industrial and general equipment hire business. SGH also has a 72.6% shareholding in Boral, an international building products and construction materials group. In energy, SGH has a 30.0% shareholding in Beach Energy and has interests in oil and gas projects in Australia and the United States. In media, SGH has a 38.9% shareholding in Seven West Media, one of Australia's largest multiple platform media companies, including the Seven Network, 7plus and The West Australian



Seven Group Holdings

Annual General Meeting – 17 November 2022

Chairman's and Managing Director & CEO's Addresses

Chairman: Mr Terry Davis

Chairman's Address

Good morning, I am Terry Davis, Chairman of the Group. Welcome to this Annual General Meeting for Seven Group Holdings.

Let me introduce the members of the Board other than myself and Ryan. On the stage we are joined by Annabelle Chaplain, Chris Mackay, David McEvoy, Kate Farrar, Rachel Argaman, Richard Uechtritz and Warwick Smith.

Our Board composition is continually assessed, and this process has led to significant renewal over the past few years. By design, we have built and maintained a Board of outstanding capability, with diverse professional experience, which we see as essential to guiding strategy and delivering meaningful growth for stakeholders at a diversified holding company like SGH. The success of this strategy is reflected in our stable and growing dividend history, which has remained uninterrupted for more than 25 years.

As part of this renewal, we appointed Rachel Argaman to the Board in February. Rachel brings with her a wealth of experience in C-suite roles across the rental, healthcare and hospitality sectors, and has already proven to be a valuable member of the SGH Board. Her appointment also takes SGH's Board composition to 33 per cent female.

I would like to take the opportunity to sincerely thank our prior Chairman Kerry Stokes for his counsel over the year, and his continued support for the direction of the company.

In my first year as Chairman, I would like to give special thanks to my Board colleagues for their support, and many hours of considered participation in the refinement of our Group strategy. It's this strategy that gives the Board confidence in the outlook for the Group, and I would like to spend a moment stepping you through it at a high level before asking Ryan to address you.

From the Board's perspective, the strategy is simple.

We invest in businesses that have underlying sector momentum, in market leading positions, with competitive advantages, where the Group can add value.

In terms of sector momentum, we have identified three key target exposures for the business: mining production, through WesTrac, Infrastructure, through Coates and Boral, and Energy, through Beach and SGH Energy. The underlying momentum in these sectors strengthens the outlook for each business, while also providing cyclical resilience.

Our focus on market leading positions is equally important. Market leadership not only gives greater flexibility to set strategic direction, it also provides a level of pricing power. That pricing power is critical to execute on our value over volume discipline, which has generated success at Coates, and we expect will deliver the same for Boral. It's also a powerful tool to manage inflationary pressures, which played a large part in the Group's ability to deliver such strong results in FY22.

In terms of competitive advantages, or what makes each of the businesses attractive compared to their peers:

For WesTrac, it's their long-standing relationship with Caterpillar to distribute their machines, parts and market leading technology in WA and NSW. This is an investment almost impossible to replicate outside of WesTrac.

For Coates, their \$1.8 billion equipment rental fleet, the largest in Australia, provides an economic moat, and one that is deepening as inflation increases the equipment purchase cost for any competitors. Coates also has economies of scale not easily replicated, with the largest footprint of any hire business in the country.

Boral is an industry stalwart of 76 years, and amongst many other advantages, their rail connected quarry position across eastern Australia, is an almost irreplicable differentiator.

The core purpose of the Group has been defined as recognising and serving exceptional businesses, and while SGH's performance over a particular year is important, it's not what drives us. We are focused on long-term value creation, which sometimes requires foregoing immediate profits in return for sustainable long-term growth.

It's this purpose and investment horizon that led us to take a 70 per cent stake in Boral, where we recognised underlying value, despite years of underperformance; a clear example of the "where we can add value" investment hurdle. The best way we can now serve Boral, and SGH stakeholders, is to ensure the business delivers exceptional results, which should be accelerated by the new leadership team introduced in October.

These core investment criteria have delivered significant growth over the past decade, and will continue to guide our future investments, to ensure we keep on delivering for our shareholders for decades to come.

Finally, on behalf of the Board, I would like to thank all shareholders for their continued support of our organisation.

I will now hand you over to Ryan Stokes, Managing Director and CEO, who will take you through a brief summary of FY22, before giving you an update on each of our businesses and the opportunities ahead.

MD & CEO: Mr Ryan Stokes AO

Year in Review – Group Results

Thank you, Terry.

Let me extend my welcome to you.

Firstly, let me recap the year. SGH delivered a strong result in FY22, with solid performances from our businesses, reflecting the quality of the portfolio.

In terms of key financial metrics:

Trading revenue of \$8 billion was up 66 per cent year-on-year, buoyed by strong customer demand and the consolidation of Boral.

The Group delivered profit growth, with underlying EBITDA of \$1.5 billion, up 39 per cent, and underlying EBIT of \$987 million, up 25 per cent or 8.3 per cent on a pro-forma basis.

The underlying NPAT from continuing operations was \$577 million, up 14 per cent, while statutory NPAT of \$607 million was down 4 per cent, impacted by one-off items.

In line with our approach of stable and growing dividends over time, we retained the final dividend at 23 cents per share, bringing the full year dividends to 46 cents per share fully franked.

Looking ahead, the opportunities presented through our exposure to key sector thematicatics underpin the Group's positive outlook.

Year in Review – Operations

WesTrac FY22 revenue and EBIT was up 4 per cent and 6 per cent respectively, on strong customer activity across both WA and NSW. The substantial installed base of CAT equipment continued to deliver growth in support sales.

Coates revenue and EBIT was up 7 per cent and 16 per cent respectively, with increasing levels of customer activity across all geographies, as infrastructure projects progress.

Boral's revenue was up 1 per cent on increased customer activity, despite COVID related industry shutdowns and weather disruptions. Underlying pro-forma EBIT was down 32 per cent on these same factors, coupled with unmitigated energy price exposure.

The Group's equity accounted investments delivered strong results, with Beach earnings up 50 per cent year on year on commodity price strength, and Seven West up 40 per cent, led by growth in television revenue and digital earnings.

Capital Management

SGH remains in a strong financial position, with FY22 net debt to EBITDA on an adjusted basis at 2.8x. Though that position is comfortably supported by operating cashflows, our desire is to see leverage reduce to 2.5x over time. Since the completion of the Boral transaction, we have repaid more than \$3bn in debt and retired the bridge financing that was used for the transaction.

The Group's disciplined approach to capital management has seen us execute multiple financing actions in recent months, that have both enhanced the Group's financial position, and demonstrated the confidence our lenders have in the business.

After refinancing the SFA tranche B in September, we successfully issued a \$250 million exchangeable bond over Boral, effectively refinancing the majority of the Group's existing convertible bond at attractive funding rates. The nature of the exchangeable bond transaction also enabled the Group to increase its ownership in Boral to 72.6 per cent.

The Group's average duration of drawn debt is five years, with 50 per cent at fixed interest rates, supporting a resilient balance sheet.

Turning to how the Group has positioned itself relative to inflation. SGH delivered margin expansion across the majority of the portfolio in FY22, despite growing inflationary pressures.

This was achieved through a combination of strategic direction, operating discipline, and inherent inflation protection.

- The market leading positions of WesTrac, Coates and Boral, support better pricing power. Backed by our focus on operational discipline and providing customers with leading solutions.
- The extensive asset bases of the businesses, particularly Coates and Boral, also provide an advantage in an inflationary environment.
- The Group intends to avoid long-term fixed price contracts.
- The businesses operate in positions further up the value chain, in sectors where customer activity is less susceptible to demand changes from inflation.
- Finally, Beach is a direct beneficiary of energy price inflation, both through spot price exposure on liquids sales, and increasing levels of uncontracted and repricing gas volumes.

ESG – Outlook

Over the last year we have progressed our ESG and emission targets, the detail of which is available in our Sustainability Report. We remain focused on our 2025 and 2030 emission reduction targets of 30 per cent and 50 per cent respectively, at our wholly owned and operated businesses.

Outside these plans, it is worth reflecting on the role that our business plays to support our customer's ESG initiatives, and the opportunity for SGH in an increasingly sustainability conscious operating environment.

At WesTrac, there are material sustainability outcomes associated with customers extending fleet lives through rebuilds, which have up to 61 per cent lower embodied emissions than a new build. Parts are also analysed and reused in this process where possible.

CAT's technology leadership also represents a sustainability opportunity for our customers, with CAT's automation technology shown to reduce emissions by up to 11 per cent over manned equipment.

At Coates, the equipment hire business is circular by nature and allows our customers to participate in the circular economy. Renting gives customers the opportunity to increase the utility of equipment, reducing the net draw on raw materials compared to a new purchase.

Coates has also launched its Greener Choices range, giving our customers access to equipment with lower emissions and improved efficiency. This is increasingly important to customers.

At Boral, FY22 saw material progress towards its strategic goal of market leadership in sustainable construction materials, with lower carbon concrete sales lifting 135 per cent in FY22, and making up 19 per cent of total volumes sold by the end of June. Boral recycling operations also processed more than 2.2 million tonnes of construction and demolition waste for re-use.

At Beach, the business is well positioned to sell gas into tightening domestic and international markets, which is increasingly important to support growing renewables penetration in power-grids. They are also constructing one of the world's largest Carbon Capture and Storage projects at Moomba.

WesTrac – Business Update

At WesTrac, demand for our mining products and services is expected to remain strong through the decade, supporting customer activity. The business is also positioned for exposure to the future facing metals that will underpin the energy transition, where demand and production is accelerating.

Customer activity has required elevated levels of working capital to support customers and capture the opportunity.

We continue to see customers extending fleet lives through rebuilds, reinforcing the support activity. It is worth noting that since FY10 we have seen a CAGR of 9 per cent for support sales.

The fleet life extension is likely tied to the eventual evolution to electrification of mining fleets. The life extension enables customers to consider what fleet technologies are likely to emerge as the most viable, before making their fleet investment decisions.

Against that backdrop, Caterpillar's material investment in autonomy and energy transition R&D will ensure we continue providing market leading solutions for our customers.

We see the electrification requirement presenting opportunities for WesTrac, and we are well positioned to benefit from CAT's partnerships with global mining leaders on zero emissions solutions.

Coates – Business Update

The economic environment remains robust for Coates, with the long-mooted infrastructure pipeline in execution, and over \$1.1 trillion in infrastructure and construction investment expected from 2021 to 2025.

Customer activity remains strong with the momentum we had in FY22 continuing to steadily increase into this year. This is supporting an encouraging outlook for Coates, with operating leverage and asset utilisation increasing.

The Coates fleet of \$1.8 billion assets at original cost is continually reviewed for composition and suitability. As part of this process, we anticipate fleet expansion over the next 12-18 months. It is expected that through FY23 we can expand the fleet to just under ~\$1.9 billion through disciplined fleet investment and management of disposals.

Coates is also driving operational improvement through strategic technology investments in fleet management, transport, and asset utilisation to improve the efficiency of the business and its ability to serve customers.

Boral – Business Update

The revenue growth of Boral in FY22 is a strong indicator of momentum in the sector and the underlying quality of the business. We see both these factors increasing, giving us confidence in the outlook for Boral.

Elevated customer activity has supported the strong pricing actions that Boral implemented early in FY23, to offset input costs and secure better value for its construction material products. We are pleased to see these pricing actions have had improved traction.

Boral's competitive strength stems from the quality of our vertically integrated infrastructure assets, along with the extensive network, and first-class front-line workforce. With a view to

strengthening that advantage, the business will focus on disciplined investing to support and strengthen the quality of these assets.

The Group is also progressing its long-term strategy to unlock the intrinsic value of Boral's surplus land portfolio.

Boral's new CEO and MD, Vik Bansal, commenced in October, and has proven experience leading organisations and building high performing businesses and cultures. He has outlined his FY23 focus on value creation, through customer proximity, simplification, and standardisation of processes, delivering a more streamlined, profitable and resilient Boral.

We remain confident that Boral has the potential to deliver low-teen EBIT margins and mid-teen ROCE, representing an attractive return on capital for the Group.

Energy and Media – Business Update

SGH Energy is currently running a divestment process for the Crux asset, which has achieved FID and is expected to commence production in 2026. The Group remains confident in the underlying value of the project, whether divested or taken to production by SGH.

At Beach, the business' core growth projects are progressing, which will enable significant production uplift and LNG market exposure by FY24. The business is also in a net cash position, with robust cashflows. The recent bid for Warrego would increase Beach's exposure to the strategically significant Perth basin.

At Seven West, they have executed their transformation program, delivering financial turnaround, restored balance sheet, improved market share, the largest regional reach through the Prime acquisition, and substantial growth in digital earnings.

They have carried momentum into FY23, expanding their digital reach and content through a deal with NBC Universal, and securing the AFL broadcast and digital rights until 2031.

Group Outlook – Guidance Update

Supported by momentum in our sectors, the Group's operated businesses have delivered strong performances through the first quarter of FY23.

At WesTrac, strength in mining and construction activity, supported by our continued investment in working capital, give us confidence of low-teen underlying EBIT growth for FY23.

At Coates, momentum is reinforcing customer activity and strength in key operating metrics like Time Utilisation. With growth across all operating regions, we believe the business will deliver low-teen underlying EBIT growth for FY23.

At Boral, we continue to expect improved price realisation and higher sales volumes to drive stronger revenue in FY23.

At Beach, production guidance remains unchanged.

At Seven West, the business has maintained its #1 total TV share through the first quarter, and expects to increase total TV share in Q2, against a relatively flat market.

At a Group level, the strength of our industrial businesses over the first quarter supports our existing guidance level of high single-digit to low double-digit underlying EBIT growth in FY23.

Finally, I would like to conclude by highlighting the strength of the SGH portfolio, forged through strict investment and operating discipline, and a relentless pursuit of performance. Over the past 12 months, the team have effectively managed complex externalities, delivering a strong FY22 result, and positioning the business to capitalise on momentum in FY23 and beyond.

I want to thank the SGH and Business leadership teams for their effort toward this outcome, as well as the 14,000 employees that make up the broader SGH organisation. I would also like to thank you our shareholders, for your continued support of the Group.

Thank you.

Disclaimer

Standard disclaimer on Slide 14.

Annual General Meeting

17 November 2022

Terry Davis, Chairman

SGH | Industrial Services, Media,
Energy and Investments



SGH Board of Directors



Terry Davis



Ryan Stokes AO



Rachel Argaman OAM



Annabelle Chaplain AM



Kate Farrar



Chris Mackay



David McEvoy



Warwick Smith AO



Richard Uechtritz

SGH Strategy

**Mining Production and
Capital Reinvestment**

**Infrastructure
Investment**

**Domestic Gas / LNG
facilitating energy transition**

Leading market positions

**Limited fixed price
contract risk**

**Privileged assets with
defendable moats**

Ability to manage inflation



Annual General Meeting

17 November 2022

Ryan Stokes AO, CEO and MD

SGH | Industrial Services, Media,
Energy and Investments



Year in Review Group Results

Resilient earnings

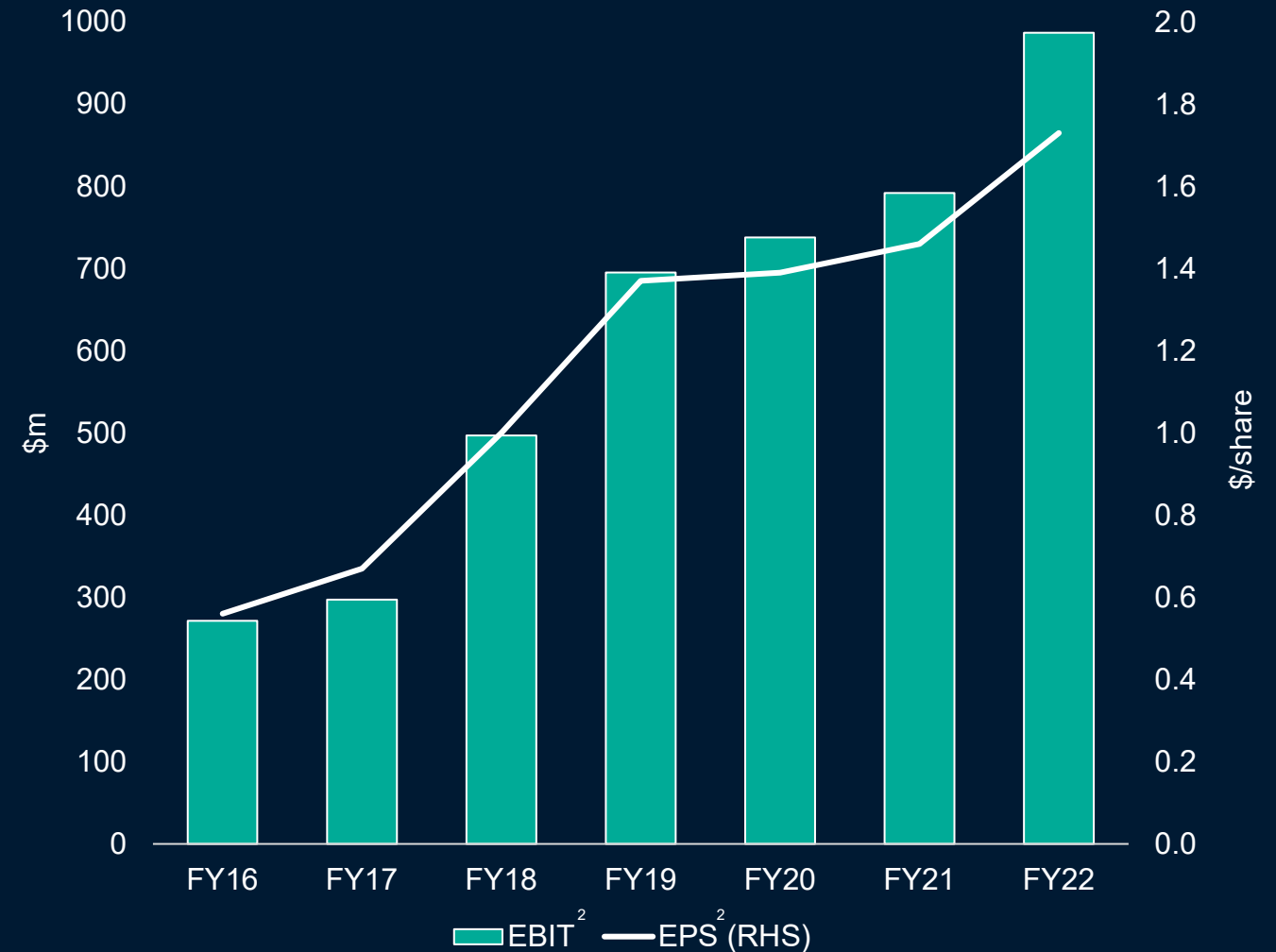
- **Revenue¹ of \$8,013.4m, up 65.6%**
- **EBITDA² of \$1,465.0m, up 39.2%**
- **EBIT² of \$987.1m, up 24.6%
(up 8.3% pro-forma³)**
- **NPAT² of \$577.3m, up 14.4%**
- **Statutory NPAT \$607.4m, down 4.3%**
- **Ordinary dividend maintained
at 46cps**

¹ Excluding Boral discontinued operations.

² Underlying, excluding discontinued operations, property and significant items.

³ Refer to FY22 Results Presentation for pro-forma details

SGH Underlying Earnings History



Year in Review Operations

WesTrac

- FY22 revenue of \$3,962m, up 4%
- UEBIT of \$426m, up 6%
- Product support CAGR of 9% since FY10

Coates

- Revenue of \$1,009m up 7%
- UEBIT of \$246m, up 16%
- Extensive infrastructure pipeline materialising

Boral

- Revenue of \$2,956m up 1% (pro-forma¹)
- UEBIT² of \$107m, up 180% (reported) down 32% (pro-forma) on energy pricing operating disruptions

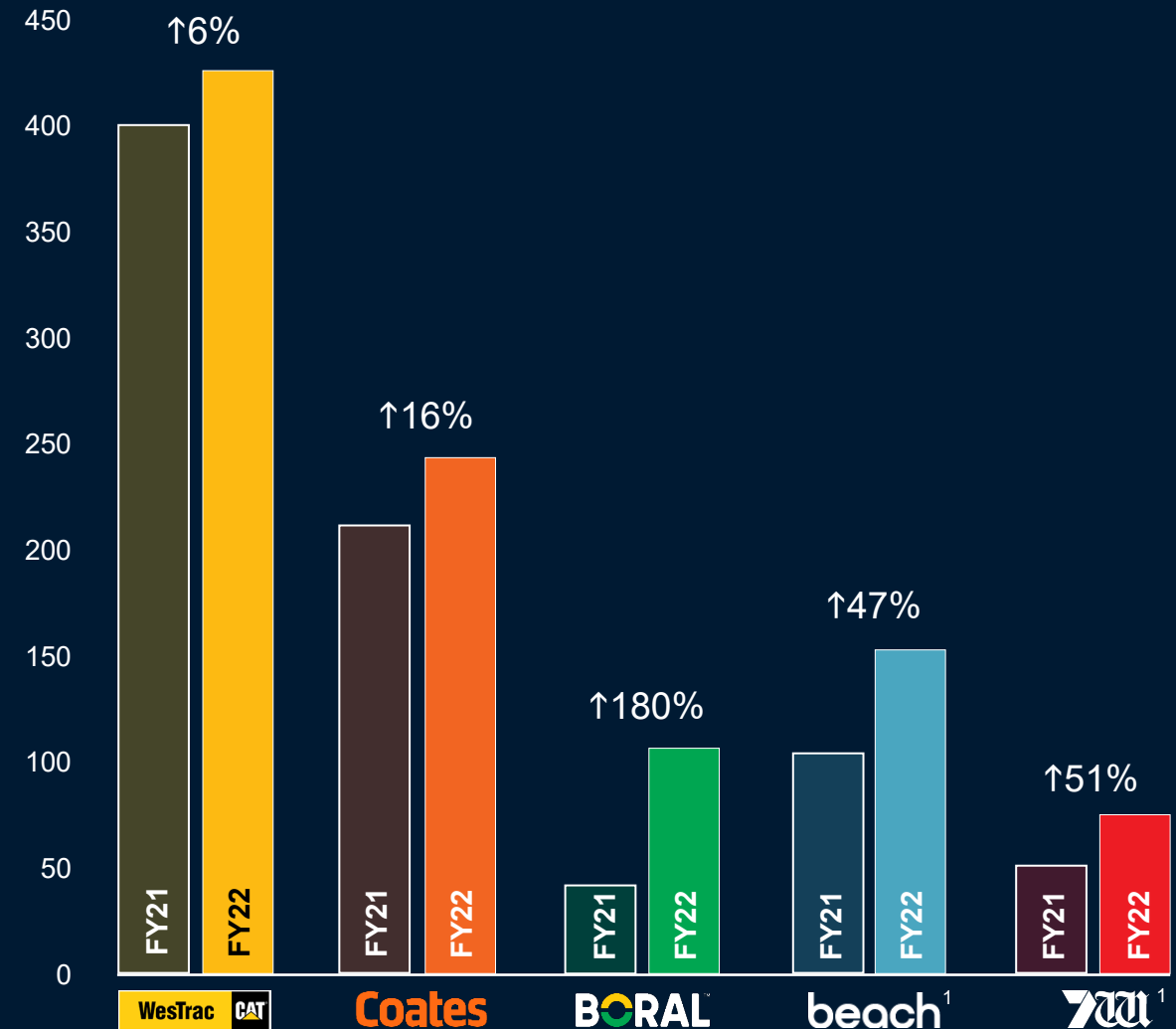
Equity Accounted Investments

- Beach Energy UEBIT up 47%
- Seven West Media UEBIT up 51%

¹ Refer to FY22 Results Presentation for pro-forma details

² Excluding property

FY21-22 Underlying EBIT (\$m)



¹ Reflects SGH equity accounted portion of NPAT

Capital Management & Inflation

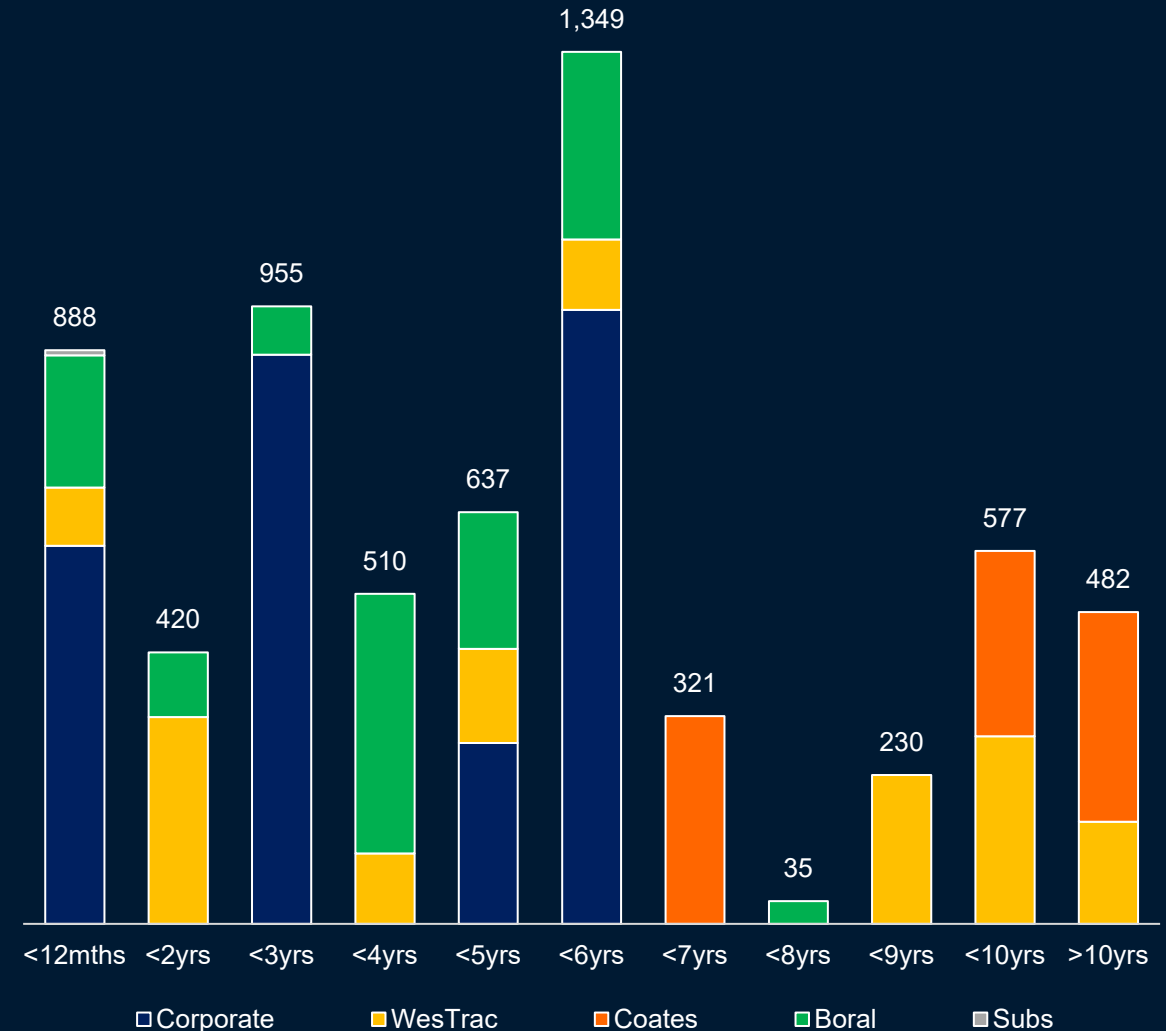
Strong financial position

- FY22 Net Debt to EBITDA of 2.8x¹, supported by op. cashflows
- Upsized and extended Tranche B of SFA to \$950m
- Exchangeable Bond issued in October, lowering funding risk
- ~50% of drawn debt fixed, average duration of 5.0 years

Inflation protection

- Market leading positions give pricing power, ability to offset inflation
- Large asset base provides competitive advantage and inherent protection
- Limited fixed price contract risk
- Upstream businesses in sectors with inelastic demand
- Beach directly benefits from energy price inflation

Facility Maturity (as at 30 Sept 2022)



¹ Net debt to EBITDA adjusted for the positive mark to market on debt related derivatives and cash collateral against swaps

ESG Sustainable Operations

30/50% reduction in operated¹ emissions by 2025/2030

WesTrac

- Rebuilds have up to 61% lower emissions vs new machines
- CAT AHS reduces emissions by up to 11%

Coates

- Rental business is circular by nature
- Greener Choices range growing

Boral

- Lower-carbon concrete sales up +135% in FY22
- ENVISIA® has 40% lower embodied emissions and superior performance characteristics
- Recycling solutions, managing and transforming demolition 'waste' into construction material

Beach

- Supplying transition fuel into tightening markets



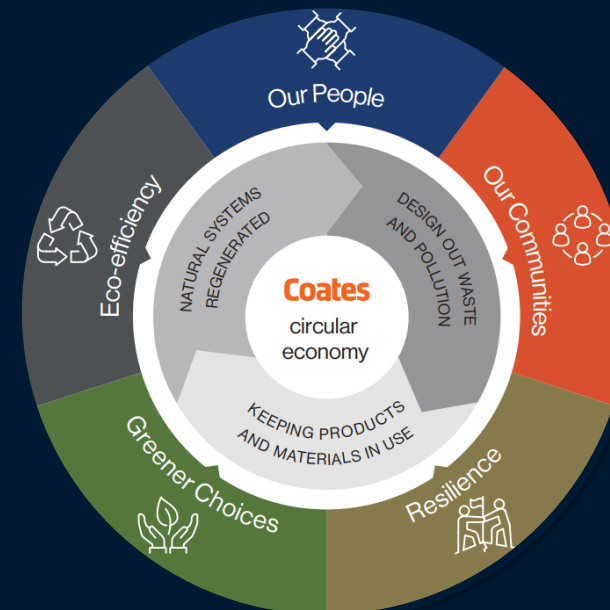
Return



Rebuild



Redeploy



¹ SGH fully owned and operated businesses (primarily WesTrac and Coates)

WesTrac Business Update

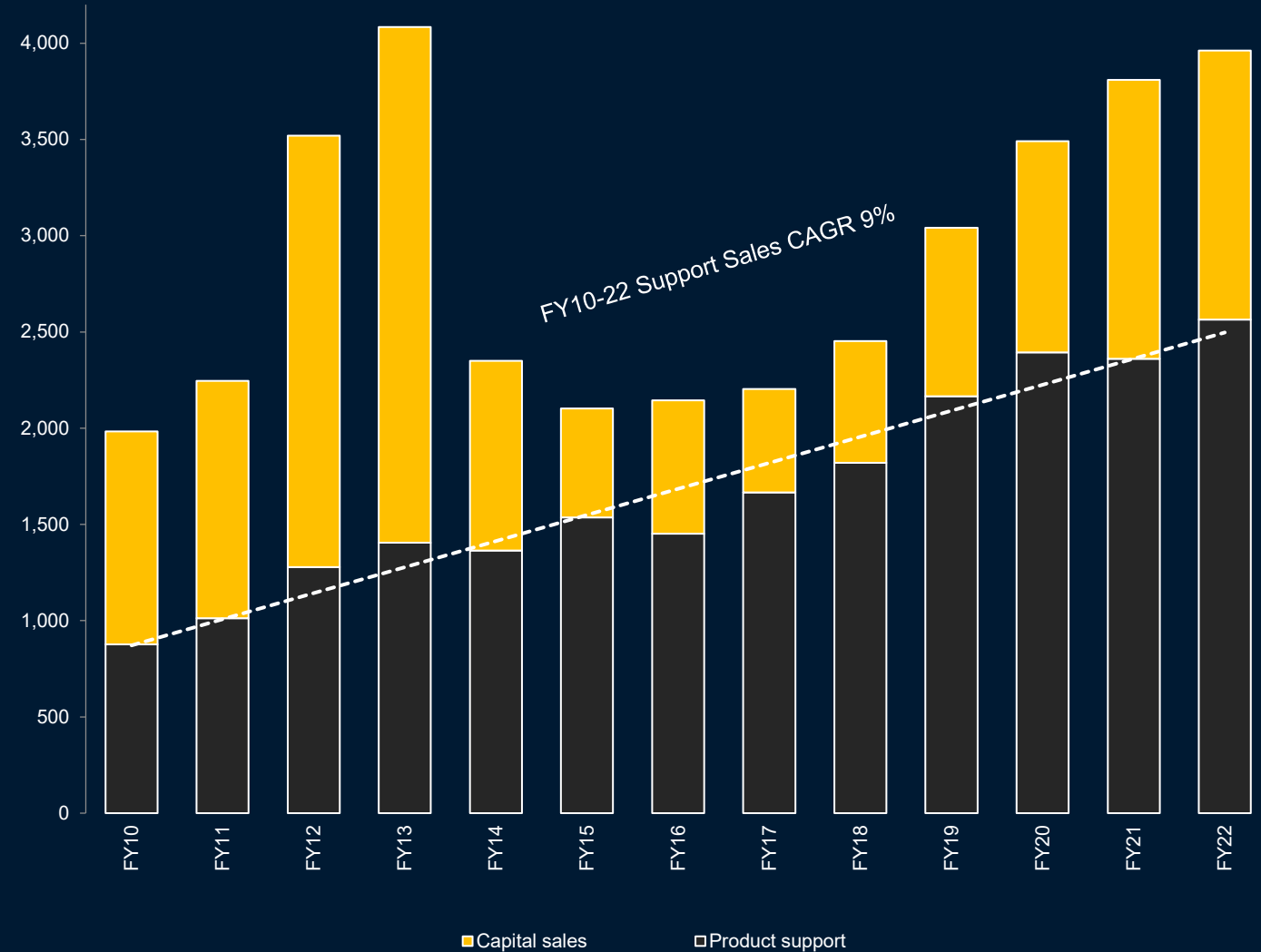
Macro conditions

- Expansion in total volumes mined and exported
- Strong exposure to future facing metals
- Increased infrastructure and construction activity

Key themes

- Fleet life extensions reinforce support sales growth
- Market leading autonomy technology
- Electrification creates new opportunities
- CAT making material investments in R&D
- CAT partnering with leading miners to deploy zero emission solutions

WesTrac Revenue Split (A\$m)



Coates Business Update

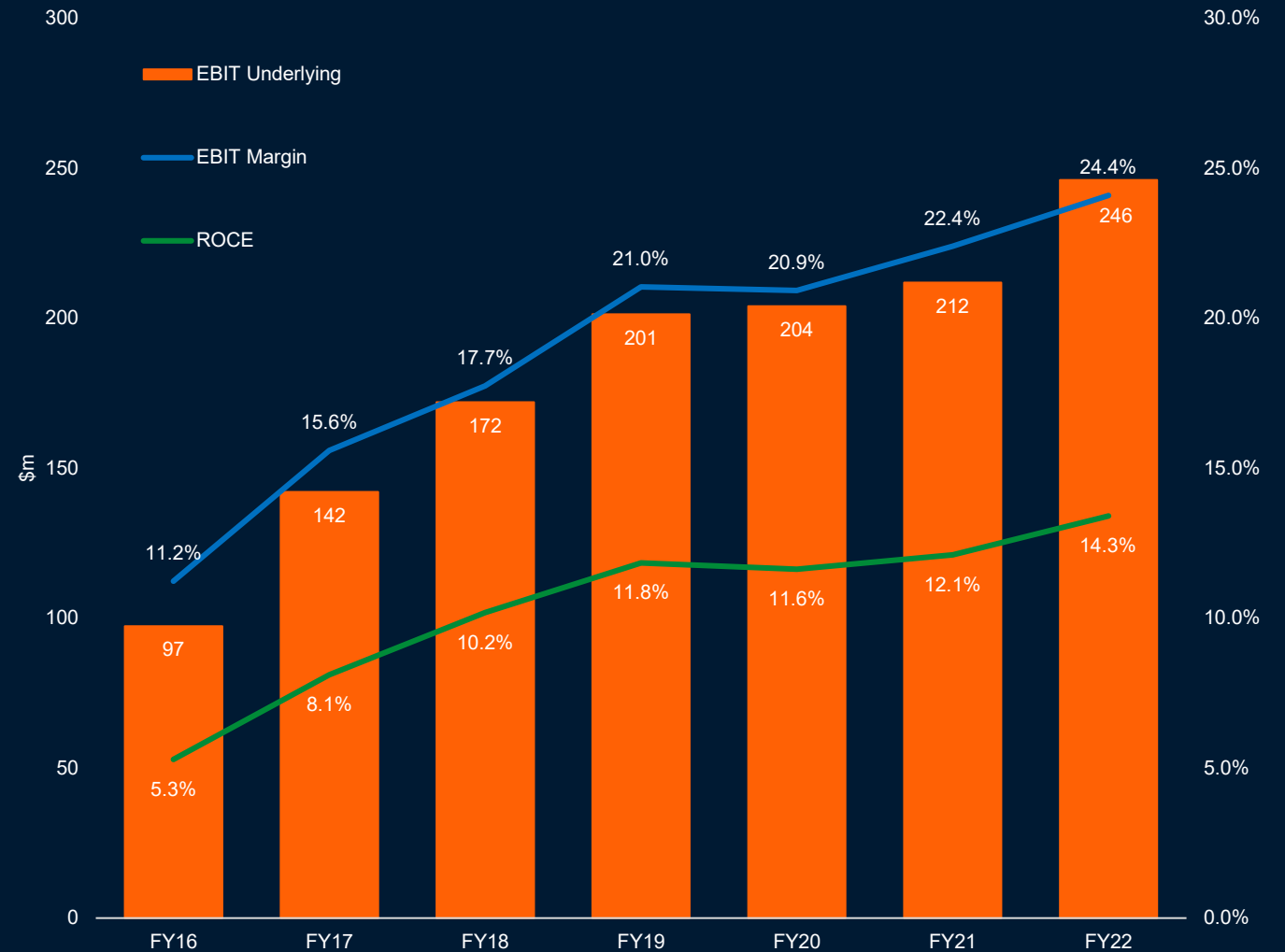
Macro conditions

- Infrastructure and construction pipeline delivering increased customer activity
- 2021-2025 sector investment +\$1.1 trillion

Key themes

- FY23 revenue growth in all regions
- Asset utilisation (TU) supported by strong customer activity
- Disciplined fleet size increase over FY23
- Scale and operating leverage driving yield enhancement
- Technology advancement in R&M, transport and telemetry, driving operational improvement

Coates EBIT, EBIT Margin and ROCE



* FY19 Onwards restated for AASB16

* FY20 Onwards restated for IFRIC cloud computing

Boral Business Update

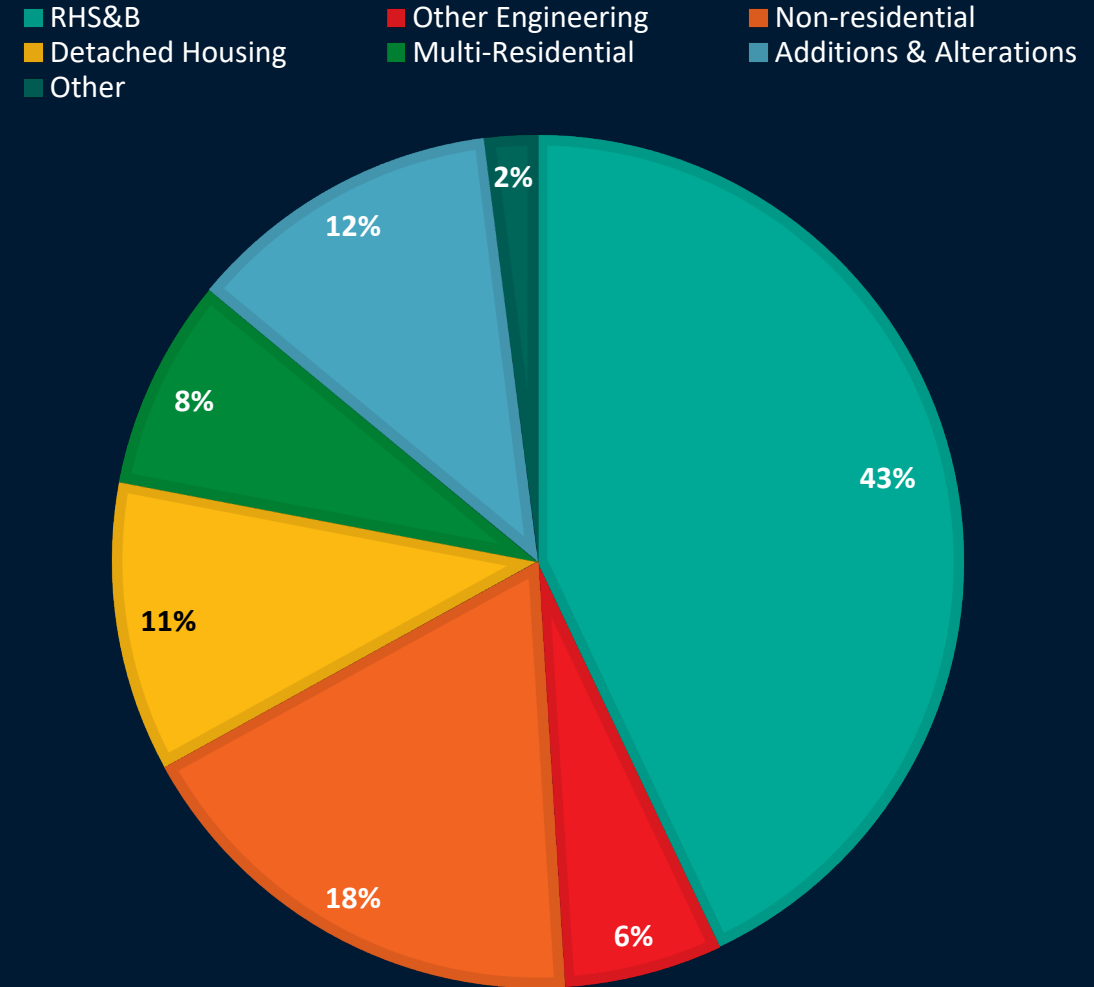
Market themes

- Infrastructure and construction remains strong
- Energy and other input costs require active management

Strategic priorities

- Leverage vertical integration, prized asset base, and extensive footprint
- Strong pricing actions and discipline
- Unlocking intrinsic value of surplus land portfolio
- Vik Bansal commenced as CEO and MD in October 2022, continuing to form new management team
- Targeting low teen EBIT margins and mid-teen ROCE
- SGH increased BLD stake to 72.6%

FY22 Revenue by End-Market



Energy and Media Business Update

SGH Energy

- FID at Crux LNG asset, production expected CY27
- Crux divestment process ongoing, outcome in coming months

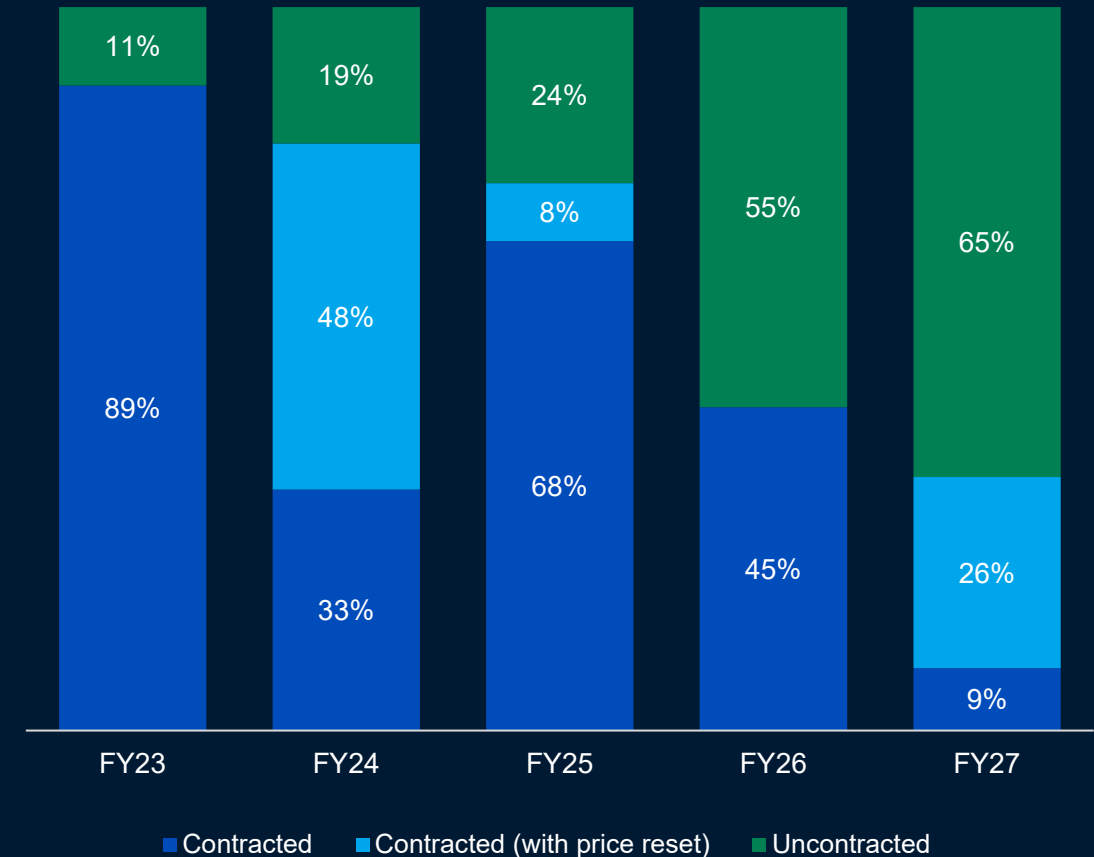
Beach

- Growth projects to deliver material production uplift in FY24
- Increasing uncontracted and repricing gas volumes
- LNG exposure from FY24, favourable SPA signed with BP
- Strong cashflow, flexibility to consider future capital management

Seven West Media

- Transformation completed: improved market share, strategy, earnings and content
- Expanding digital reach and content with NBC Universal deal
- Secured AFL broadcast rights to 2031
- Balance sheet strength restored, providing optionality

Beach's Contracted vs Uncontracted East Coast Gas Volumes (%)



Key assumptions: Based on assumed production profiles for currently producing assets. Incremental volumes from Thylacine development wells and Enterprise discovery included. No volumes from Yolla West or Trefoil included. No volumes from exploration success included. Does not assume re-contracting of uncontracted volumes

Group Outlook **Guidance Update**

FY23 outlook

- Supported by sectoral momentum and operating performance
- WesTrac: FY23 guidance of low-teen underlying EBIT growth
- Coates: FY23 guidance of low-teen underlying EBIT growth
- Boral: Volumes and pricing supporting stronger revenue in FY23
- Beach: Production guidance unchanged, Thylacine wells online mid-2023
- SWM: #1 Total TV position in Q1 FY23, increasing market share in Q2

Group guidance maintained

- SGH continues to expect high single-digit to low double-digit underlying EBIT growth in FY23



Disclaimer

Basis of preparation of slides

Included in this presentation is data prepared by the management of Seven Group Holdings Limited (“SGH”) and other associated entities and investments. This data is included for information purposes only and has not been subject to the same level of review by the company as the financial statements, so is merely provided for indicative purposes. The company and its employees do not warrant the data and disclaim any liability flowing from the use of this data by any party.

SGH does not accept any liability to any person, organisation or entity for any loss or damage suffered as a result of reliance on this document. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements, and are subject to variation. All forward-looking statements in this document reflect the current expectations concerning future results and events. Any forward-looking statements contained or implied, either within this document or verbally, involve known and unknown risks, uncertainties and other factors (including economic and market conditions, changes in operating conditions, currency fluctuations, political events, labour relations, availability and cost of labour, materials and equipment) that may cause actual results, performance or achievements to differ materially from the anticipated results, performance or achievements, expressed, projected or implied by any forward-looking statements.

Unless otherwise indicated, all references to estimates, targets and forecasts and derivations of the same in this material are references to estimates, targets and forecasts by SGH. Management guidance, estimates, targets and forecasts are based on views held only at the date of this material, and actual events and results may be materially different from them. SGH does not undertake to revise the material to reflect any future events or circumstances.

Non-IFRS Financial Information

SGH results comply with International Financial Reporting Standards (“IFRS”). The underlying segment performance is presented in Note 2 to the financial statements for the period and excludes Significant Items. Significant Items for the year are detailed in Note 3 to the financial statements.

This presentation includes certain non-IFRS measures including Underlying Net Profit After Tax (excluding Significant Items), total revenue and other income, Segment EBIT margin and Segment EBITDA margin. These measures are used internally by management to assess the performance of the business, make decisions on the allocation of resources and assess operational management. Non-IFRS measures have not been subject to audit or review.