

20 April 2021**Seven Group Holdings Limited ("SGH") successfully completes \$500 million equity raising**

SGH today announces that it has successfully completed a \$500 million fully underwritten institutional placement ("**Placement**") of approximately 22.2 million new fully paid ordinary shares ("**New Shares**") to institutional investors. The Placement was significantly oversubscribed with strong support from domestic and international institutional investors, including both existing shareholders and new investors.

The New Shares will be issued at \$22.50 per share, which represents a 4 per cent discount to the closing price of \$23.43 on Friday 16 April 2021. The New Shares issued under the Placement will be issued pursuant to the SGH's available capacity under ASX Listing Rule 7.1.

The Placement and the proposed non-underwritten Share Purchase Plan to raise approximately \$50 million⁽¹⁾ (together the "**Equity Raising**") are being undertaken in order to:

- Reduce overall net debt from \$2.6 billion to \$2.1 billion and facilitate the retirement of more costly OEM facilities
- Restore balance sheet flexibility to enable SGH to support portfolio growth opportunities across key verticals (including wholly owned businesses and strategic investments) following the recent \$1,072 million investment to acquire 22.98 per cent of Boral
- Improve liquidity by increasing SGH's free float from 38.8 per cent to 42.5⁽²⁾ per cent, enhancing SGH's ability to deliver shareholder value
- Facilitate continued discipline in SGH's approach to capital allocation, balancing strategic investments, opportunistic acquisitions and its track-record of maintaining and growing dividend payments over time.

Ryan Stokes, Managing Director & Chief Executive Officer said:

"We are very pleased with the strong support shown by both current institutional shareholders as well as new investors for SGH's decision to strengthen our balance sheet and refresh our capacity for portfolio growth opportunities."

"We have a strong track record of disciplined capital allocation and remain committed to working to generate superior returns from our existing businesses and new opportunities to deliver value for all shareholders"

Settlement of the Placement is scheduled to occur on Thursday 22 April 2021, with New Shares expected to be issued and commence trading the following day, Friday 23 April 2021. The New Shares issued under the Placement will rank equally with existing ordinary shares in SGH.

Share Purchase Plan

As previously announced, following the completion of the Placement, SGH intends to undertake a non-underwritten SPP to raise approximately \$50 million with potential to scale at SGH discretion. The SPP will provide eligible retail shareholders in Australia and New Zealand with the opportunity to participate in the Equity Raising at the lower of:

- the Placement price of \$22.50; and
- a 2.5 per cent discount to the VWAP during the last five days of the SPP offer period.

Eligible shareholders in Australia and New Zealand who are registered as SGH shareholders as at 7.00pm (AEST) on Friday 16 April 2021 will be invited to subscribe for up to a maximum of \$30,000 of additional New Shares per eligible shareholder, free of brokerage.

SGH may (at its absolute discretion) elect to scale back the maximum amount per shareholder if total demand exceeds \$50 million. However, if total demand exceeds \$50 million, SGH may (at its absolute discretion) decide to increase the cap to reduce or eliminate the need for scale back.

The SPP is subject to the terms set out in the SPP offer booklet, which is expected to be lodged with ASX and sent to eligible retail shareholders following the opening of the SPP offer on Monday 26 April 2021.

As with the New Shares issued under the Placement, the New Shares issued under the SPP will rank equally with existing ordinary SGH shares.

Important dates

Settlement of New Shares issued under the Placement	Thursday 22 April 2021
Allotment and trading of New Shares issued under the Placement	Friday 23 April 2021
SPP offer period opens	Monday 26 April 2021
SPP offer period closes	Monday 10 May 2021
Announcement of results of SPP	Thursday 13 May 2021
Issue date for SPP shares	Tuesday 18 May 2021

Dates and times are indicative only and subject to change without notice. SGH reserves the right to alter the dates at its discretion and without notice, subject to the ASX Listing Rules and Corporations Act 2001 (Cth). All dates refer to 2021 and Sydney, Australia time.

Additional Information

Further details of the Placement and SPP, including applicable dates, are set out in the Investor Presentation provided to the ASX on Monday 19 April 2021. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Placement and SPP.

This release has been authorised to be given to ASX by the Managing Director & CEO of Seven Group Holdings Limited.

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Important Notice

The distribution of this announcement in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. In particular, this announcement may not be distributed or released in the United States.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer or solicitation would be illegal. The New Shares to be offered and sold in the Placement and the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares to be offered and sold in the Placement may not be offered or sold, directly or indirectly, to, persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States. The New Shares to be offered and sold in the SPP may not be offered and sold, directly or indirectly, to any person in the United States or to any person that is acting for the account or benefit of a person in the United States.

This announcement may not be released or distributed in the United States.

This announcement contains certain "forward-looking statements". Forward-looking statements can generally be identified by the use of forward-looking words such as 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance', 'potential' and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, statements relating to estimates, the timing and outcome of the Placement and SPP, the use of proceeds, and the future performance of SGH following the Placement and SPP. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

The forward-looking statements contained in this announcement are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of SGH, its directors and management, and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to SGH as at the date of this announcement. To the maximum extent permitted by law, SGH and its directors, officers, employees, advisers, agents and intermediaries disclaim any obligations or undertakings to release any updates or revisions to the information to reflect any changes in expectations or assumptions.

Nothing contained in this document shall form the basis of any contract or commitment, or constitute investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

¹ SGH reserves the right to accept or scale back SPP applications at its discretion, which may result in the SPP raising more or less than this amount.

² Assuming only the proceeds of the \$500 million Placement, and excluding any shares issued under the SPP.