

NEWS RELEASE



Notice of 2018 Annual Shareholders' Meeting

Auckland, 19 October 2018: Notice is hereby given that the 2018 Annual Shareholders' Meeting of Fletcher Building Limited ("the Company") will be held on Tuesday 20 November 2018 at 10.30am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand.

The annual shareholders' meeting will be a hybrid meeting where shareholders can participate by attending either in person or participate virtually via an online platform web.lumiagm.com. By using Lumi AGM, shareholders will be able to watch the meeting, vote and ask questions remotely from a smartphone, tablet or desktop device.

A live recording of the meeting will also be broadcast on the Company's website <https://fletcherbuilding.com/investor-centre/reports-presentations-and-webcasts/>.

Attached are the following documents which are being sent to shareholders today:

- Notice of Annual Shareholders' Meeting;
- Voting/Proxy Form; and
- Virtual Annual Shareholders' Meeting Guide

#Ends

For further information please contact:

MEDIA

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INVESTORS AND ANALYSTS

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Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2018 Annual Shareholders' Meeting of Fletcher Building Limited ("the Company") will be held in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand on Tuesday 20 November 2018, commencing at 10.30am.

Business

A. Chairman's Address

B. Chief Executive Officer's Review

C. Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 1 – Election of Martin Brydon

That Martin Brydon be elected as a director of the Company.

Resolution 2 – Election of Barbara Chapman

That Barbara Chapman be elected as a director of the Company.

Resolution 3 – Election of Rob McDonald

That Rob McDonald be elected as a director of the Company.

Resolution 4 – Election of Doug McKay

That Doug McKay be elected as a director of the Company.

Resolution 5 – Election of Cathy Quinn

That Cathy Quinn be elected as a director of the Company.

Resolution 6 – Re-election of Steve Vamos

That Steve Vamos be re-elected as a director of the Company.

Resolution 7 – Auditor fees and expenses

That the directors be authorised to fix the fees and expenses of the auditor.

To be passed, each of these resolutions requires the approval of a simple majority of the votes cast by the holders of the Ordinary Shares entitled to vote and voting at the meeting in person or by proxy or representative.

By order of the Board



Charles Bolt

Group General Counsel and Company Secretary
Auckland, New Zealand

19 October 2018

Procedural Notes

1. Persons entitled to vote

The 2018 annual shareholders' meeting will be a hybrid meeting. Voting on all resolutions put before the meeting will be by poll. **Voting entitlements for the meeting will be determined at 10.30am on Sunday 18 November 2018** based on the registered shareholdings at that time. Results of the voting will be notified to the NZX and ASX.

2. Casting your vote

You may cast your vote in one of three ways:

- (a) **Personal attendance** – If you wish you can attend the meeting in person or participate virtually via an online platform **web.lumiagm.com** provided by the Company's share registrar, Computershare Investor Services Limited.
- (b) **Postal voting** – You can cast a postal vote instead of attending the meeting in person or appointing a proxy to attend. Charles Bolt, the Group General Counsel and Company Secretary, has been authorised by the Board to receive and count postal votes at the meeting.
- (c) **Appointing a proxy to vote** – All shareholders entitled to attend and vote at the meeting may appoint a proxy or (in the case of a corporate shareholder) representative to attend and vote on their behalf. A proxy need not be a shareholder of the Company. You can appoint the chairman of the meeting or any director as your proxy.

The chairman of the meeting and the directors will vote in favour of all resolutions marked "Proxy Discretion". If you have ticked the "Proxy Discretion" box and your named proxy does not attend the meeting or you have not named a proxy, the chairman of the meeting will act as your proxy. All directed votes for, against or abstain on each resolution will be treated as a postal vote.

You can also lodge your postal vote or proxy appointment online at **www.investorvote.co.nz** or by scanning the QR code on the Voting/Proxy Form with your smartphone. Alternatively, you can complete the Voting/Proxy Form and post in the envelope provided or email to **corporateactions@computershare.co.nz**.

Voting/Proxy Forms must be lodged at the office of the Company's share registrar, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622, Private Bag 92119, Auckland 1142 not later than 10.30am on Sunday 18 November 2018. Voting/Proxy Forms received after that time may not be valid for the annual shareholders' meeting.

3. Online proxy and postal voting

To vote online you must enter your CSN/Securityholder number and postcode/country of residence and the secure access Control Number that is located in the front of your Voting/Proxy Form or follow the prompts in the email you received.

Venue Location

Eden Park is well served by rail and bus services. Kingsland train station is a short walk from Eden Park.

There will be a limited number of car parks available at the South Stand (through car park entrance G, off Reimers Avenue) on a first come, first serve basis. Extra parking will be available behind the ASB Stand (via car park entrance B or C, off Walters Road). Please allow for a 5-10 minute walk from there to the South Stand.



Procedural Notes – cont.

4. Shareholder questions

Shareholders present at the annual shareholders' meeting will have the opportunity to ask questions during the meeting. If you cannot attend the meeting but would like to ask a question, you can submit a question online by going to **www.investorvote.co.nz** and completing the online validation process or by using the Voting/Proxy Form. Questions need to be submitted by 10.30am on Sunday 18 November 2018. The main themes will be aggregated and responded to at the meeting. The Company reserves the right not to address questions that, in the Board's opinion, are not reasonable in the context of an annual shareholders' meeting.

5. Webcast

A live recording of the annual shareholders' meeting will be broadcast on the Company's website **www.fletcherbuilding.com/investor-centre/reports-presentations-and-webcasts**.

Explanatory Notes

Election and Re-election of Directors [Resolutions 1, 2, 3, 4, 5 and 6]

Under our Constitution, and as required by the NZX Main Board Listing Rules:

- (a) any person appointed as a director by the Board may hold office only until the next annual meeting of the Company, but is then eligible for election at that meeting.
- (b) at least one third of the directors (or the number nearest to one third) must retire by rotation at the annual meeting of the Company each year, but shall be eligible for re-election at that meeting. Those required to retire are those who have been longest in office since they were last elected.

Martin Brydon, Barbara Chapman, Rob McDonald, Doug McKay and Cathy Quinn were appointed to the Board on 1 September 2018 and, being eligible, offer themselves for election.

Steve Vamos, being the director who has been longest in office since last elected and, being eligible, offers himself for re-election.

The Board unanimously recommend that shareholders vote in favour of the election of Martin Brydon, Barbara Chapman, Rob McDonald, Doug McKay and Cathy Quinn and the re-election of Steve Vamos. They are all considered by the Board to be independent directors.

Auditor fees and expenses [Resolution 7]

EY is automatically reappointed as auditor under section 207T of the Companies Act 1993 (“Act”). The proposed resolution is to authorise the Board, under section 207S of the Act, to fix the fees and expenses of the auditor.

Martin Brydon

MBA, FAICD, FAIM, Dip Elect Eng, Dip Elron Eng

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 1 September 2018

BOARD COMMITTEES

Member of the Nominations Committee and Member of the Safety, Health, Environment and Sustainability Committee

Martin has more than 40 years’ experience in the Australian building products sector, having started his career as an indentured engineering cadet with BHP. He progressed to general management roles with Cockburn Cement Limited, where he then served as chief executive officer from 1998-1999. Martin joined Adelaide Brighton Limited an ASX100 building products company in 1999 and held a number of general management roles before his appointment as chief executive officer and managing director in 2014. In May this year Martin announced his intention to retire after four years in the position.



Barbara Chapman

BCom, CMInstD

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 1 September 2018

BOARD COMMITTEES

Member of the Nominations Committee and Member of the Remuneration Committee

Barbara brings extensive and diverse trans-Tasman executive experience to the Board having served as chief executive and managing director of ASB Bank for seven years and having held a number of senior executive roles responsible for marketing, communications, human resources, life insurance and retail banking in New Zealand and Australia. She has an extensive list of professional achievements to her credit, including being named New Zealand Herald’s 2017 Business Leader of the Year. Barbara is the chairman of Genesis Energy Limited and is a director of New Zealand Media and Entertainment (NZME).



Rob McDonald

BCom, FCA

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 1 September 2018

BOARD COMMITTEES

Chairman of the Audit and Risk Committee and Member of the Nominations Committee

Rob McDonald’s finance career spans over 30 years’ with a strong track record in financial and risk management, developed over two decades with Air New Zealand. As the airline’s chief financial officer, he received a number of accolades during his career, including CFO of the Year in the Deloitte Top 200 in 2015 and the Fairfax Media New Zealand CFO of the Year award in 2010. Rob is the chairman of Contact Energy Limited and is a director of the Chartered Accountants of Australia and New Zealand and Sovereign Assurance Company Limited.



Doug McKay

ONZM, BA, AMP (Harvard), CMInstD

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 1 September 2018

BOARD COMMITTEES

Chairman of the Safety, Health, Environment and Sustainability Committee, Member of the Audit and Risk Committee and Member of the Nominations Committee

Doug brings considerable business leadership and commercial experience, as the former chief executive of major manufacturing and distribution businesses in New Zealand and Australia, such as Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Independent Liquor. He was the inaugural chief executive of the amalgamated Auckland Council until the end of 2013. In 2015 Doug was made an Officer of the New Zealand Order of Merit for services to business and local government. Doug is the chairman of Bank of New Zealand and Eden Park Trust Board and is a director of Genesis Energy Limited, IAG New Zealand Limited and National Australia Bank.



Cathy Quinn

ONZM, LLB

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 1 September 2018

BOARD COMMITTEES

Member of the Audit and Risk Committee, Member of the Nominations Committee and Member of the Safety, Health, Environment and Sustainability Committee

Cathy Quinn is one of New Zealand’s foremost commercial and corporate lawyers with significant expertise in governance, equity capital markets, mergers and acquisitions and private equity services. Cathy was the chair of MinterEllisonRuddWatts for eight years, during a period of transformation and significant growth. In 2016 Cathy was made an Officer of the New Zealand Order of Merit for services to law and women. Cathy is a director of Tourism Holdings Limited, and a board member of New Zealand Treasury and the New Zealand China Council.



Steve Vamos

BEng (Hons)

Independent Non-Executive Director

TERM OF OFFICE

Appointed director 6 July 2015, last elected 2015 annual meeting

BOARD COMMITTEES

Member of the Nominations Committee and Member of the Remuneration Committee

Steve Vamos has more than 30 years’ experience in the information technology, internet and online media industries. He is the chief executive officer of Xero Limited, a global online platform providing accounting software for businesses and their advisors. Steve is a member of the Advisory Board of the University of Technology Sydney Business School. He has held senior management roles at IBM, Apple, ninemsn in Australia and Microsoft Corporation in Australia and the USA.



Lodge your Postal Vote or Proxy



Online

www.investorvote.co.nz



By Post

Computershare Investor Services Limited
Private Bag 92119 OR GPO Box 3329
Auckland 1142 Melbourne VIC 3001
New Zealand Australia



By Fax

+64 9 488 8787

For all enquiries contact



By Phone

+ 64 9 488 8777



By Email

corporateactions@computershare.co.nz

The 2018 Annual Shareholders' Meeting of Fletcher Building Limited ("the Company") will be held on Tuesday 20 November 2018 at 10.30am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand.

VOTING/PROXY FORM



www.investorvote.co.nz

Lodge your proxy online, (24/7 access) by 10.30am on Sunday 18 November 2018.

Your secure access information

Control Number:

CSN/Securityholder Number:

To vote online you'll need the above Control Number, your CSN/Securityholder Number and postcode/or country of residence if you reside outside of New Zealand.

Scan this QR Code with your Smartphone and Vote online.



To be effective as a postal vote or proxy, the Voting/Proxy Form must be received by **10.30am on Sunday 18 November 2018**

Attending the Meeting

1. Voting on all resolutions put before the meeting will be by poll.
2. If you propose to attend the meeting, please bring this Voting/Proxy Form intact to the meeting as the barcode will assist in your registration.
3. If you propose to not attend the meeting but wish to vote by postal vote, or appoint a proxy, please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by postal vote.
4. The persons who will be entitled to vote at the annual shareholders' meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Fletcher Building Limited's share register at 10.30am on Sunday 18 November 2018.

Postal Vote

5. You can cast a postal vote instead of attending the meeting in person or appointing a proxy to attend.
6. Charles Bolt, the Group General Counsel and Company Secretary, has been authorised by the Board to receive and count postal votes at the meeting.
7. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.
8. If you complete the postal vote section and also appoint a proxy, your postal vote will take priority over your proxy appointment.

Proxy Appointment

9. All shareholders entitled to attend and vote at the meeting may appoint a proxy or (in the case of a corporate shareholder) representative to attend and vote on their behalf. A proxy need not be a shareholder of the Company. You can appoint the chairman of the meeting or any director as your proxy.
10. The chairman of the meeting and the directors will vote in favour of all resolutions marked "PROXY DISCRETION".
11. If you have ticked the "PROXY DISCRETION" box and your named proxy does not attend the meeting or you have not named a proxy, the chairman of the meeting will act as your proxy.
12. All directed votes FOR, AGAINST or ABSTAIN on each resolution will be treated as a postal vote.

Signing Instructions

Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by the shareholder or his or her duly authorised attorney.

Companies

Where a shareholder is a company or corporate shareholder, this Voting/Proxy Form must be signed by a duly authorised officer or attorney.

Trusts

Where a shareholder is a trust, this Voting/Proxy Form should be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual, or a company, as applicable).

Partnerships

Where a shareholder is a partnership, this Voting/Proxy Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, as applicable).

Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). If a joint shareholder votes differently from another joint shareholder, the vote of the shareholder named first in the share register will be counted.

Power of Attorney

If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, unless already provided to Fletcher Building Limited, accompany the Voting/Proxy Form together with a completed certificate of "non-revocation of authority".

Viewing and voting from the Lumi AGM app

Please follow the instructions set out in the attached Virtual Annual Shareholders' Meeting Guide. We recommend that you complete the set-up prior to the meeting commencing.

If you have any questions about appointing your proxy, or require assistance with Lumi AGM app, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am to 5.00pm or email corporateactions@computershare.co.nz

Go online to www.investorvote.co.nz to cast your postal vote or lodge your proxy or please **TURN OVER** to complete the Voting/Proxy Form.

Postal Voting (To use if you will not attend the meeting and are not submitting your postal vote online)

☐ I wish to vote by postal vote (please tick the box). My voting intentions are indicated in the resolutions section below.

Appointment of a Proxy (for use if you will not attend the meeting but wish someone to represent you and vote on your behalf at the meeting)

I/We being a shareholder(s) of Fletcher Building Limited ("the Company") and entitled to attend and vote hereby appoint:

(Full Name)

of

(Proxy Contact Details – Phone/Email/Address)

Or failing him/her:

(Full Name)

of

(Proxy Contact Details – Phone/Email/Address)

as my/our proxy to vote for me/us on my/our behalf at the annual shareholders' meeting of the Company to be held at 10.30am on Tuesday 20 November 2018, and at any adjournment or postponement of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the annual shareholders' meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible. In the event I/we have not expressed any intention (in my/our proxy's sole opinion) my/our proxy may vote at his/her discretion.

A proxy need not be a shareholder of the Company. If you wish, you may appoint as your proxy 'The Chairman of the Meeting'.

Resolutions (for postal and proxy voting). Please tick only ONE box in respect of each resolution

Cast a postal vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, please mark the box 'Proxy Discretion'. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. Your vote will not be counted when calculating the majority for that resolution.

Proxy Discretion is NOT APPLICABLE in the case of a postal vote.

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That Martin Brydon be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Barbara Chapman be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Rob McDonald be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Doug McKay be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That Cathy Quinn be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That Steve Vamos be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the directors be authorised to fix the fees and expenses of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Shareholder(s)

Shareholder 1

Or a duly authorised officer or attorney

Shareholder 2

Or a duly authorised officer or attorney

Shareholder 3

Or a duly authorised officer or attorney

Day time telephone: _____ signed this _____ day of _____ 2018

Shareholder Questions

Shareholders present at the annual shareholders' meeting will have the opportunity to ask questions during the meeting. If you cannot attend the meeting but would like to ask a question, you can submit a question online by going to www.investorvote.co.nz and completing the online validation process or complete the question section below and post in the envelope provided. Questions need to be submitted by 10.30am on Sunday 18 November 2018. The main themes will be aggregated and responded to at the meeting. The Company reserves the right not to address questions that, in the Board's opinion, are not reasonable in the context of an annual shareholders' meeting.

Question:

Electronic Investor Communications

If you received the Notice of Meeting and Voting/Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below:

ATTENDANCE SLIP

The 2018 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Tuesday 20 November 2018 at 10.30am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand.

Virtual Annual Shareholders' Meeting Guide

GETTING STARTED

Fletcher Building Limited 2018 annual shareholders' meeting is viewable from smartphone, tablet or desktop devices. In order to participate online you will need to either:

- download the Lumi AGM app from the Apple App or Google Play Stores—search for **Lumi AGM**; or
- visit **web.lumiagm.com** on your desktop or mobile device. Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox. Ensure that your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION

New Zealand Residents

Username (CSN/Securityholder Number) and Password (postcode for your registered address).

Overseas Residents

Username (CSN/Securityholder Number) and Password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at **www.computershare.com/iso3**

Appointed Proxy

A username and password will be provided by Computershare Investor Services to proxy holders prior to the meeting.

If you have not received your username and password, please contact Computershare Investor Services on +64 9 488 8777 between 8.30am to 5.00pm Monday to Friday.

USING LUMI AGM


Accessing the virtual meeting


Once you have either downloaded the Lumi AGM app or entered **web.lumiagm.com** into your web browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.

You will then be required to enter your:


- username (CSN/Securityholder Number);
- password (postcode, or country code for overseas residents)

Navigating Lumi AGM

When successfully authenticated, the info screen  will be displayed. You can view company information, ask questions and watch the webcast.

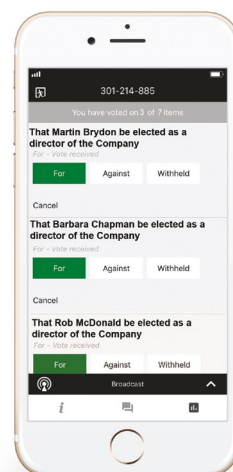
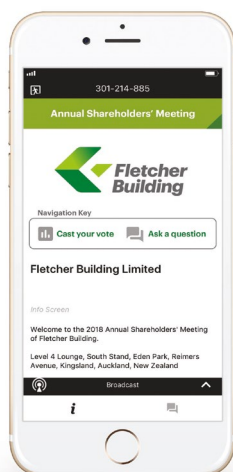
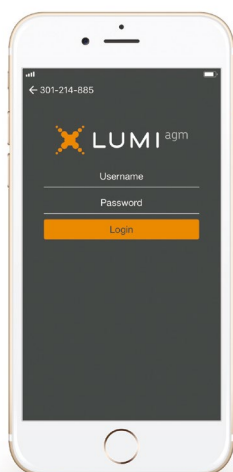
If you would like to watch the webcast press the broadcast icon  at the bottom of the screen.

How to vote in Lumi AGM


The chairman will open voting on all resolutions at the start of the meeting. Once the voting has opened,  will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction.

Once the chairman has opened voting, voting can be performed at any time during the meeting until the chairman closes the voting on the resolutions.




Access company documents

Links to the Notice of Meeting and Annual Report are present on the info screen . When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the Lumi AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).


Asking a question

Any shareholder or appointed proxy attending the meeting is eligible to ask questions. If you would like to ask a question, select  then type and submit your question.

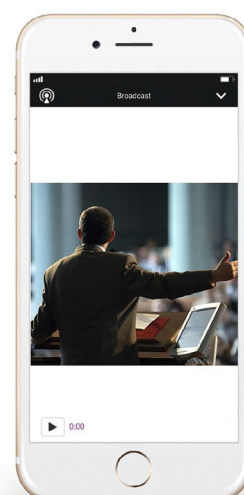
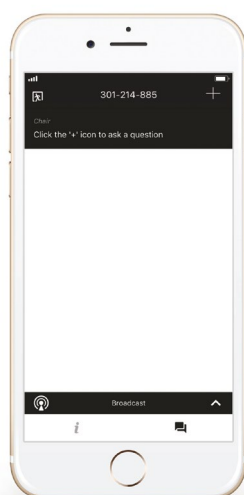
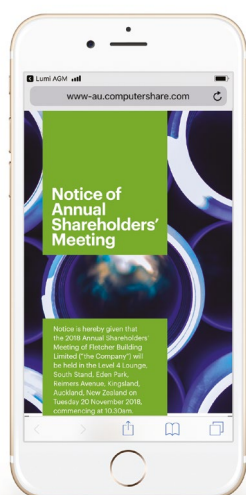
Questions sent via the Lumi AGM online platform will be moderated before being sent to the chairman. This is to avoid repetition and remove any inappropriate language.

Please note that not all questions may be able to be answered during the time set aside for questions at the meeting.

Watching the webcast

If you would like to watch the webcast press the broadcast icon  on the screen.

The video and/or slides will appear shortly after (dependant on the speed of your internet connection).



Remote entry to the Annual Shareholders' Meeting will open at 10.15am on Tuesday 20 November 2018

VOTING AT A GLANCE


Step 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

Step 2

Enter your username and password (CSN/Securityholder Number and postcode)

Step 3

When the poll is opened, click  and select your desired voting direction