

NEWS RELEASE



Notice of 2020 Annual Shareholders' Meeting

Auckland, 27 October 2020: The 2020 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 25 November 2020 at 12 noon NZT.

The Meeting will be held as an online meeting only, via the Lumi AGM platform, where shareholders can watch the meeting, vote, and ask questions from a smartphone, tablet or desktop device.

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

The attached documents are being sent to shareholders today:

- Notice of Annual Shareholders' Meeting;
- Voting/Proxy Form; and
- Online Meeting Guide (Meeting ID: 346-090-754)

Authorised by:

Andrew Clarke

Company Secretary

For further information please contact:

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Notice of Annual Shareholders' Meeting

This is notice that the 2020 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 25 November 2020, commencing at 12 noon NZT.

The 2020 Annual Shareholders' Meeting will be held as an online meeting only, via the Lumi AGM online platform. For information on how to participate in the meeting, please refer to the attached Online Meeting Guide (Meeting ID: 346-090-754).



Business

A. Chair's Address

B. Chief Executive Officer's Review

C. Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions (which require the approval of a simple majority of the votes cast):

Resolution 1 – Re-election of Martin Brydon

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

Resolution 2 – Re-election of Barbara Chapman

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

Resolution 3 – Re-election of Bruce Hassall

That Bruce Hassall be re-elected as a director of the Company.

Resolution 4 – Auditor fees and expenses

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

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew Clarke'.

Andrew Clarke
Company Secretary
Auckland, New Zealand
27 October 2020

Explanatory Notes

Re-election of directors [Resolutions 1, 2, and 3]

The Board is currently comprised of seven independent directors. Five of them were last elected at the 2018 annual meeting. Under our Constitution and as required by the NZX Listing Rules, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer. As a result, these five directors are due for re-election in 2021, with only one other director (Bruce Hassall) being due this year. To facilitate a more orderly election rotation cycle two of the directors last elected in 2018, Martin Brydon and Barbara Chapman, have brought forward their respective re-election dates to this year, and being eligible, they each seek re-election at this meeting.

Bruce Hassall was last elected at the 2017 annual meeting, and being eligible, seeks re-election at this meeting.

The Board unanimously recommends that shareholders vote in favour of the re-election of each of Martin Brydon, Barbara Chapman and Bruce Hassall. They are all considered by the Board to be independent directors.

Martin Brydon

MBA, FAICD, FAIM, Dip Elect Eng, Dip Elron Eng
Independent Non-Executive Director

TERM OF OFFICE

**Appointed director 1 September 2018,
last elected 2018 annual meeting.**



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 joined Cockburn Cement Limited in 1981, where he then served as chief executive officer from 1998-1999. Following Cockburn Cement's merger into Adelaide Brighton in 1999, he held a number of senior management roles before his appointment as chief executive officer and managing director in 2014. He retired following a distinguished 30-year career with Adelaide Brighton in January 2019. Martin is also the Chair of Duratec Limited.

Explanatory Notes (cont.)

Barbara Chapman

CNZM, BCom, CMInstD

Independent Non-Executive Director

TERM OF OFFICE

**Appointed director 1 September 2018,
last elected 2018 annual meeting.**



BOARD COMMITTEES

**Chair of the Remuneration Committee and Member of the
Nominations 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. In 2019 Barbara was made a Companion of the New Zealand Order of Merit (CNZM) for services to business. Barbara is the Chair of Genesis Energy Limited and NZME (New Zealand Media and Entertainment) Limited, and deputy Chair of The New Zealand Initiative. She is also Chair of the APEC 2021 CEO Summit.

Bruce Hassall

BCom, FCA (CAANZ)

**Chair and Independent
Non-Executive Director**

TERM OF OFFICE

**Appointed director 1 March 2017,
last elected 2017 annual meeting.**



BOARD COMMITTEES

**Chair of the Nominations Committee and Member of the
Remuneration Committee.**

Bruce has had a distinguished career with broad and deep commercial and strategic experience, and connections across the New Zealand economy, including in the small medium enterprise (SME), commercial, government and export sectors. As former senior partner and CEO of PwC New Zealand he has extensive advisory background and knowledge of the corporate environment. Bruce is the Chair of The Farmers' Trading Company Limited and Prolife Foods Limited and is a director of Bank of New Zealand and Fonterra Co-Operative Group Limited.

Auditor fees and expenses [Resolution 4]

EY is automatically reappointed as auditor of the Company under the Companies Act 1993. The proposed resolution is to authorise the Board, under that Act, to fix the fees and expenses of the auditor.

Procedural Notes

1. Persons entitled to vote

The 2020 Annual Shareholders' Meeting will be held as an online meeting only, with no physical attendance option for shareholders. Voting on all resolutions put before the meeting will be by poll. **Voting entitlements for the meeting will be determined at 12 noon NZT on Monday 23 November 2020** 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) **Personally** - You can participate virtually and cast your vote at the meeting online via the Lumi AGM app or web.lumiagm.com. Please refer to the attached Online Meeting Guide (Meeting ID: 346-090-754) for instructions on how to participate and vote at the meeting.
- (b) **Postal** - You can cast a postal vote instead of attending the online meeting or appointing a proxy.
- (c) **Appointing a proxy** - All shareholders entitled to vote at the meeting may appoint a proxy or (in the case of a corporate shareholder) a representative who can vote on their behalf.

3. Proxy and Postal Voting

You can lodge your postal vote or proxy appointment:

- (a) **Online** - at www.investorvote.co.nz or by scanning the QR code on the Voting/Proxy Form with your smartphone.
- (b) **Post/email** - by completing the Voting/Proxy Form attached to your Notice of Meeting and posting it in the envelope provided or emailing it to corporateactions@computershare.co.nz.

Voting/Proxy Forms must be received at Computershare Investor Services by 12 noon NZT on Monday 23 November 2020. Voting/Proxy Forms received after that time will not be valid for the annual shareholders' meeting.

Andrew Clarke, Company Secretary, has been authorised by the Board to receive and count postal votes.

4. Proxies and Corporate Representatives

A proxy need not be a shareholder of the Company. You can appoint the Chair of the meeting or any director as your proxy. The Chair 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 online meeting or you have not named a proxy (but otherwise completed the Voting/Proxy Form in full), the Chair will act as your proxy. All directed votes (For, Against or Abstain) on each resolution will be treated as a postal vote.

5. Shareholder questions

Shareholders will have the opportunity to ask questions during the meeting from their desktop or mobile devices via the Lumi AGM online platform (refer to the attached Online Meeting Guide (Meeting ID: 346-090-754) for instructions).

Shareholders may also submit questions in advance of the meeting to www.investorvote.co.nz or by using the Voting/Proxy Form.

The Company reserves the right not to address questions that, in the Chair's opinion, are not reasonable in the context of an annual shareholders' meeting.

6. Webcast

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



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



For all enquiries contact

By Phone

+ 64 9 488 8777



By Email

corporateactions@computershare.co.nz

The 2020 Annual Shareholders' Meeting of Fletcher Building Limited will be held as an online meeting, via the Lumi AGM online platform on Wednesday 25 November 2020 at 12 noon NZT.

VOTING/PROXY FORM



www.investorvote.co.nz

Lodge your proxy online, (24/7 access) by 12 noon NZT on Monday 23 November 2020.

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 appointment, the Voting/Proxy Form must be received by **12 noon NZT on Monday 23 November 2020.**

Attending the Online Meeting

1. Voting on all resolutions put before the meeting will be by poll.
2. You can participate virtually and cast your vote at the online meeting via the Lumi AGM app or web.lumiagm.com. Please refer to the attached Online Meeting Guide (Meeting ID: 346-090-754) for instructions on how to participate and vote at the meeting.
3. If you propose to not attend the online 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 12 noon NZT on Monday 23 November 2020.

Postal Vote

5. You can cast a postal vote instead of attending the online meeting or appointing a proxy to attend.
6. Andrew Clarke, Company Secretary, has been authorised by the Board to receive and count postal votes.
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 Chair of the meeting or any director as your proxy. You may still participate in the online meeting even if you have appointed a proxy (but will not be able to vote if a proxy has been appointed).
10. The Chair 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 (but otherwise completed the Voting/Proxy Form in full), the Chair 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 Online Meeting Guide (Meeting ID: 346-090-754). 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 online 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 online 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:

of

(Full Name)

(Proxy Contact Details – Phone/Email/Address)

Or failing him/her:

of

(Full Name)

(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 12 noon NZT on Wednesday 25 November 2020, 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 Chair 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.

Ordinary Resolutions	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That Martin Brydon be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Barbara Chapman be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Bruce Hassall be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. 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 _____ 2020

Shareholder Questions

Shareholders will have the opportunity to ask questions during the meeting from their desktop or mobile devices via the Lumi AGM online platform. You can also submit questions in advance of the meeting 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 12 noon NZT on Monday 23 November 2020. The Company reserves the right not to address questions that, in the Chair'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:



The 2020 Annual Shareholders' Meeting will be held as an online meeting only, via the Lumi AGM online platform. For information on how to participate in the meeting, please refer to the attached Online Meeting Guide (Meeting ID: 346-090-754).

Online Annual Shareholders' Meeting Guide

GETTING STARTED

Fletcher Building Limited 2020 Annual Shareholders' Meeting is an online meeting only, via the Lumi AGM online platform. 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 online 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 (see top right hand corner of this page) 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.

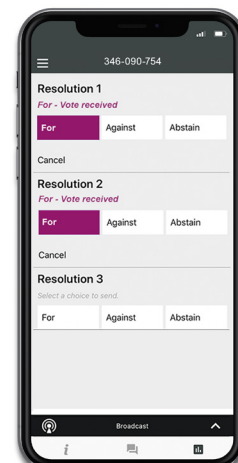
If you would like to watch the webcast press the broadcast icon  at the bottom of the screen.

How to vote in Lumi AGM


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




Access company documents

Links to the notice of meeting, and the 2020 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

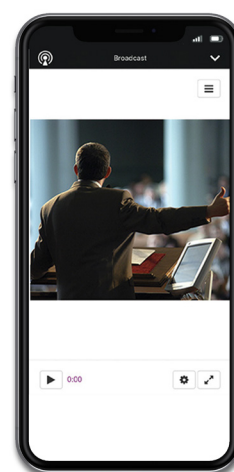
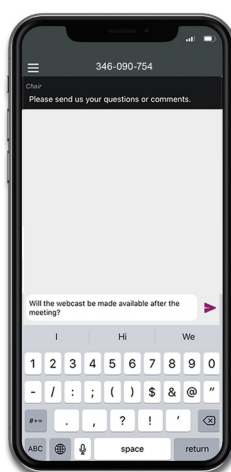
Any shareholder or appointed proxy attending the meeting is eligible to ask questions. If you would like to ask questions, select  then type and submit your question.

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 (dependent on the speed of your internet connection).



The Annual Shareholders' Meeting will start at 12 noon NZT on Wednesday 25 November 2020.

VOTING AT A GLANCE


Step 1

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

Step 2

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

Step 2

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