

NEWS RELEASE



Notice of 2021 Annual Shareholders' Meeting

Auckland, 20 September 2021: The 2021 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Tuesday, 19 October 2021 at 2.00pm NZT.

The Meeting will be held as an online meeting only, via the Computershare Meeting Platform, where shareholders can watch the meeting, vote, and ask questions from a smartphone, tablet or desktop device. Please refer to the attached Online Meeting Guide for information on to how to attend.

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
- Online Meeting Guide

Authorised by:

Chris Reid
Company Secretary

#ENDS

For further information please contact:

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Notice of Annual Shareholders' Meeting

This is notice that the 2021 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Tuesday 19 October 2021, commencing at 2.00 pm NZT.

The 2021 Annual Shareholders' Meeting will be held at 2.00 pm NZT as an online meeting only via the Computershare Meeting Platform.

For information on how to participate online at the meeting, please refer to the Procedural Notes within and the attached Online Meeting Guide.



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 Rob McDonald

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

Resolution 2 – Re-election of Doug McKay

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

Resolution 3 – Re-election of Cathy Quinn

That Cathy Quinn 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 'Chris Reid'.

Chris Reid
Company Secretary
Auckland, New Zealand
20 September 2021

Explanatory Notes

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

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 3 years, whichever is longer. Rob McDonald, Doug McKay and Cathy Quinn were last elected at the 2018 annual meeting, and being eligible, they seek re-election at this meeting.

The Board unanimously recommends that shareholders vote in favour of the re-election of each of Rob McDonald, Doug McKay and Cathy Quinn. They are all considered by the Board to be independent directors.

Rob McDonald

BCom, FCA

Independent Non-Executive Director

TERM OF OFFICE

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



BOARD COMMITTEES

Chair of the Audit and Risk Committee, Member of the Nominations Committee and Member of the Remuneration Committee.

Rob'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 Chair of Contact Energy Limited, a director of AIA New Zealand Limited and the Chartered Accountants of Australia and New Zealand, and a member of the University of Auckland Council.

Explanatory Notes (cont.)

Doug McKay

ONZM, BA, AMP (Harvard), CMInstD

Independent Non-Executive Director

TERM OF OFFICE

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



BOARD COMMITTEES

Chair 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 CEO 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 CEO 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 Chair 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, last elected 2018 annual meeting.



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 practiced as one of New Zealand's foremost commercial and corporate lawyers for over 30 years. 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 Fonterra Co-operative Group Limited, Tourism Holdings Limited and Rangatira Limited. She is Pro-Chancellor of the University of Auckland Council and chairs Fertility Associates Holdings 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

Voting on all resolutions put before the 2021 Annual Shareholders' meeting will be by poll. **Voting entitlements for the meeting will be determined at 2.00 pm NZT on Sunday 17 October 2021** 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 and cast your vote at the meeting online via the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fletcher Building meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your CSN/ Securityholder Number and post code (or country of residence if outside of New Zealand). Please also refer to the attached Online Meeting Guide for more information.
- (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 2.00 pm NZT on Sunday 17 October 2021. Voting/Proxy Forms received after that time will not be valid for the annual shareholders' meeting.

Chris Reid, 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 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 via the Computershare meeting platform from their desktop or mobile devices (refer to the attached Online Meeting Guide for more information).

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 2021 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Tuesday 19 October 2021 at 2.00 pm NZT.

The 2021 Annual Shareholders' Meeting will be held as an online meeting only through the Computershare Meeting Platform <http://meetnow.global/nz>. Shareholders can attend and vote at the online meeting in accordance with the instructions below and as set out in the Online Meeting Guide. If you propose not to attend the online meeting, but wish to appoint a proxy, please complete this form in accordance with the instructions below.

VOTING/PROXY FORM



www.investorvote.co.nz

Lodge your proxy online, (24/7 access) by 2.00 pm NZT on Sunday 17 October 2021.

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 **2.00 pm NZT on Sunday 17 October 2021.**

Attending the Online Meeting

1. Voting on all resolutions put before the meeting will be by poll.
2. Shareholders can attend the online meeting through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fletcher Building meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Online Meeting Guide for more information. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.
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 2.00 pm NZT on Sunday 17 October 2021.

Postal Vote

5. You can cast a postal vote instead of attending the online meeting or appointing a proxy to attend.
6. Chris Reid, 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 Computershare Meeting Platform.

Please follow the instructions set out in the attached Online 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 Computershare Meeting Platform, please contact Computershare Investor Services Limited on 0800 650 034 or +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:

<div style="border: 1px solid black; height: 25px; width: 425px;"></div> <p>(Full Name) Or failing him/her:</p> <div style="border: 1px solid black; height: 25px; width: 425px;"></div> <p>(Full Name)</p>	of	<div style="border: 1px solid black; height: 25px; width: 390px;"></div> <p>(Proxy Contact Details – Phone/Email/Address)</p>
<div style="border: 1px solid black; height: 25px; width: 425px;"></div> <p>(Full Name)</p>	of	<div style="border: 1px solid black; height: 25px; width: 390px;"></div> <p>(Proxy Contact Details – Phone/Email/Address)</p>

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 2.00 pm NZT on Tuesday 19 October 2021, 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 Rob McDonald be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Doug McKay be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Cathy Quinn 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)

<p>Shareholder 1</p> <div style="border: 1px solid black; height: 25px; width: 270px;"></div> <p>Or a duly authorised officer or attorney</p>	<p>Shareholder 2</p> <div style="border: 1px solid black; height: 25px; width: 270px;"></div> <p>Or a duly authorised officer or attorney</p>	<p>Shareholder 3</p> <div style="border: 1px solid black; height: 25px; width: 270px;"></div> <p>Or a duly authorised officer or attorney</p>
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Day time telephone: _____ signed this _____ day of _____ 2021

Shareholder Questions

Shareholders will have the opportunity to ask questions during the meeting from their desktop or mobile devices via the Computershare Meeting Platform <https://meetnow.global/nz>. 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 must be submitted by 2.00 pm NZT on Sunday 17 October 2021. 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.

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:



For information on how to participate at the 2021 Annual Shareholders' Meeting via the Computershare Meeting Platform, please refer to the attached Online Meeting Guide

How to participate in online meetings



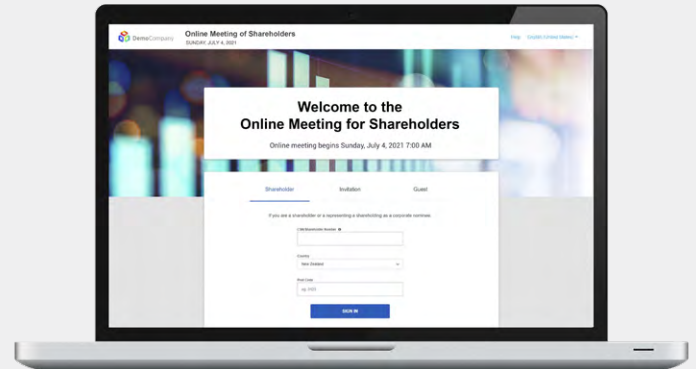
Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Visit: <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code.

Accept the Terms and Conditions and click Continue.

If you are a guest:

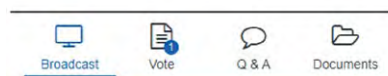
Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.

Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears.

To change your vote, select 'Change Your Vote'.

Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.

Contact

If you have any issues accessing the website please call 0800 650 034 or +64 9 488 8777.