



Notice of 2024 Annual Shareholders' Meeting

Auckland, 20 September 2024: The 2024 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 23 October 2024, commencing at 10.30am NZT.

The meeting will be held in the Guineas Ballroom, Level 3, Ellerslie Stand, Ellerslie Events at Ellerslie Racecourse, 100 Ascot Avenue, Remuera, Auckland, New Zealand and online via the Computershare Meeting Platform. For information on how to attend and vote at the meeting online, please refer to the attached Online Meeting Guide.

A live recording of the meeting will be broadcast on the Company's website fletcherbuilding.com.

The attached documents are being sent to shareholders today:

- Notice of Annual Shareholders' Meeting
- Voting/Proxy Form
- Online Meeting Guide

#ENDS

Authorised by:

Haydn Wong
Company Secretary

For further information please contact:

MEDIA

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Notice of Annual Shareholders' Meeting

This is notice that the 2024 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 23 October 2024, commencing at 10.30am NZT.

The 2024 Annual Shareholders' Meeting will be held in the Guineas Ballroom, Level 3, Ellerslie Stand, Ellerslie Events at Ellerslie Racecourse, 100 Ascot Ave, Remuera, Auckland 1051, New Zealand, and as an online meeting 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. Managing Director / Chief Executive Officer's Address

C. Resolutions

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

Resolution 1 - Re-election of Cathy Quinn

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

Resolution 2 - Election of Tony Dragicevich

That Tony Dragicevich be elected as a director of the Company.

Resolution 3 - Election of Andrew Reding

That Andrew Reding be 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.

Resolution 5 - Adoption of the Remuneration Report

That the Company's Remuneration Report for the year ended 30 June 2024, as set out in the 2024 Annual Report, be adopted.

The outcome of this vote is non-binding.

D. Shareholder Questions

By order of the Board

Haydn Wong

Company Secretary
Auckland, New Zealand
20 September 2024

Explanatory Notes

Board recommendation

The Board considers that resolutions 1 to 5 are in the best interests of Fletcher Building shareholders, and (with the relevant director seeking re-election or election abstaining) recommend that shareholders vote in favour of those resolutions.

Re-election of Cathy Quinn – Resolution 1

Under the Company's 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.

Cathy Quinn was last elected to the Board at the 2021 Annual Shareholders' Meeting and, being eligible, seeks re-election at this meeting.

Cathy is considered by the Board to be an independent director.

Election of Tony Dragicevich – Resolution 2

Tony Dragicevich was appointed a director on 1 August 2024. NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment. Being eligible to do so, Tony Dragicevich is seeking election at this meeting.

Tony is considered by the Board to be an independent director.

Election of Andrew Reding – Resolution 3

Andrew Reding was appointed a director on 22 August 2024. NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment. Being eligible to do so, Andrew Reding is seeking election at this meeting.

Andrew is considered by the Board to be an executive director.

Auditor fees and expenses – Resolution 4

EY is automatically reappointed as auditor of the Company under section 207 of the Companies Act 1993. The proposed resolution is to authorise the Board to fix the fees and expenses of the auditor.

Adoption of the Remuneration Report – Resolution 5

In 2011 a change to the Australian Corporations Act introduced a 'say on pay' regime requiring companies listed on the ASX to include a non-binding resolution enabling shareholders to vote on the adoption of a company's remuneration report. As a New Zealand registered company with ASX Foreign Exempt listing status, the Company is not required to comply with Australia's 'say on pay' regime (including that regime's 'two-strike' rule).

Adoption of the Remuneration Report – Resolution 5 (continued)

The Board has nevertheless determined that the Company's 2024 Annual Shareholders' Meeting is an appropriate time to pro-actively facilitate broader engagement with shareholders on the Company's Remuneration Report, as presented in its 2024 Annual Report.

Resolution 5 in this Notice of Meeting will therefore be put to shareholders, as an ordinary resolution, (i.e., requiring a simple majority of the votes of those shareholders entitled to vote and voting in person or by proxy). This resolution is advisory only, and the outcome of the vote will not be binding on the Company or the Board.

Although the Board has elected to put the adoption of the Remuneration Report to shareholders, the Company is not proposing to adopt the 'two-strike' rule from the Australian 'say on pay' regime. The two-strike rule provides that if 25% or more of the votes cast at two consecutive annual shareholders' meetings are against adopting the company's remuneration report, then a 'spill resolution' must be put to shareholders. If 50% or more of votes cast on the spill resolution are in favour, then the entire board (except a managing director) must stand for re-election at a further special shareholders' meeting. As a dual listed company, with ASX Foreign Exempt listing status, the Company adopts Australian requirements that are most meaningful for shareholders. Implementation of the full Australian 'say on pay' regime would be cost-prohibitive, when viewed against the Australian experience where spill resolutions are almost never approved by shareholders.

Although the vote on resolution 5 is not binding, the Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Annual Shareholders' Meeting when reviewing Fletcher Building's remuneration policies.

No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the Remuneration Report (being Group CEO, and Acting Group CEO) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. However, this does not prevent those persons or any of their closely related parties from voting as a proxy for a person who is not the Group CEO or Acting Group CEO or closely related party of them if the person specifies the way the proxy is to vote on this resolution in the proxy form.

The Remuneration Report is set out on **pages 65 to 83** of the Company's 2024 Annual Report, which can be accessed on our website fletcherbuilding.com.

Explanatory Notes continued



Cathy Quinn

ONZM, LLB, CMIInstD

Independent Non-Executive Director

Term of office: Appointed director 1 September 2018, last elected 2021 Annual Shareholders' Meeting.

Board committees: Chair of the Disclosure Committee, Chair of the Safety, Health, Environment and Sustainability Committee, Member of the Audit and Risk Committee, Member of the Nominations Committee.

Cathy practised 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 and Rangatira Limited, chairs Tourism Holdings Limited and Fertility Associates Holdings Limited, and is Pro-Chancellor of the University of Auckland Council.



Tony Dragicevich

BCom, ACA, GAICD

Independent Non-Executive Director

Term of office: Appointed director 1 August 2024

Board committees: Member of the Safety, Health, Environment and Sustainability Committee

Tony is a highly accomplished CEO and director with significant experience in leading distribution and manufacturing businesses across Australia and New Zealand.

Since 2013, Tony has held the role of Managing Director and CEO of Capral, Australia's largest aluminium extrusion manufacturing and distribution business. Prior to this, he was Managing Director and CEO of Wattyl Group, one of the largest paint manufacturers in Australia and New Zealand. His other leadership roles have included Chief Executive of GWA Bathrooms and Kitchens (Caroma), Managing Director of Red Paper Group, and General Manager of Carter Holt Harvey Insulation.

Tony is also a director of the Australian Aluminium Council.



Andrew Reding

MA (Oxon), MBA (Cranfield SoM)

Executive Director

Term of office: Appointed director 22 August 2024, appointed Group Chief Executive Officer and Managing Director with effect 30 September 2024.

Andrew is a highly experienced business leader who has held numerous key operational leadership roles in the construction materials and building products sectors over the past 35 years. This includes 11 years at Fletcher Building, including as Chief Executive of Building Products and Steel from 2001 to 2006 and Managing Director of Fletcher Wood Panels from 1997 to 2001. Subsequently, Andrew held senior executive roles with Rank Group Limited,

where he was President and CEO of Evergreen Packaging Inc, and CEO of Carter Holt Harvey Pulp, Paper & Packaging.

Andrew has held several government industry advisory roles including Chair of the Construction Systems Workgroup as part of MBIE's Productivity Partnership initiative, Chair of the Building Information Modelling Acceleration Committee and as a member of MBIE's Building Advisory Panel.

More recently, Andrew has been involved in seismic engineering, steel waste repurposing and clean tech start-ups, and was a long serving director and Chair of the New Zealand Shareholders' Association.

Andrew is also a director of Avertana Limited, Hydroxsys Holdings Limited, and Tectonus Limited.

Procedural Notes

1. Persons entitled to vote

Voting on all resolutions put before the 2024 Annual Shareholders' Meeting will be by poll. **Voting entitlements for the meeting will be determined at close of trading on 21 October 2024** based on the registered shareholdings at that time. Results of the voting will be notified to the NZX and ASX.

No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the Remuneration Report (being Group CEO, and Acting Group CEO) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. However, this does not prevent those persons or any of their closely related parties from voting as a proxy for a person who is not the Group CEO or Acting Group CEO or closely related party of them if the person specifies the way the proxy is to vote on this resolution in the proxy form.

2. Casting your vote

You may cast your vote in the following ways:

(a) **Personally** - You can participate and cast your vote at the meeting in person or online.

- If you propose to attend the meeting in person, please bring your Voting/Proxy Form (enclosed with this Notice of Meeting) to the meeting as the barcode will assist with your registration and the Voting/Proxy Form will be used to vote. If you do not have your Voting/Proxy Form, please identify yourself at the Computershare registration desk on arrival to be registered and issued with a Ballot Paper to vote.
- If you propose to attend the meeting online, you can do so 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 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 **10.30am NZT on 21 October 2024**. Voting/Proxy Forms received after that time will not be valid for the Annual Shareholders' Meeting.

The 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', unless they are disqualified from doing so. 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. 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 in person or 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 <https://fletcherbuilding.com/investor-centre/financial-results-and-announcements>.

Venue Location

Guineas Ballroom, Level 3, Ellerslie Stand, Ellerslie Events at Ellerslie Racecourse, 100 Ascot Avenue, Remuera, Auckland 1051, New Zealand.

Vehicle access is through Gate 2 off Green Lane East only. Complimentary parking is available.

Ellerslie Racecourse is well served by rail and bus services. Greenlane train station is a 15 minute walk.



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 2024 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday, 23 October 2024 at 10.30am NZT.

The meeting will be held in the Guineas Ballroom, Level 3, Ellerslie Stand, Ellerslie Events at Ellerslie Racecourse, 100 Ascot Ave, Remuera, Auckland, New Zealand and online at <https://meetnow.global/nz>. For information on how to attend and vote online at the meeting please refer to the instructions as set out in the enclosed Online Meeting Guide. If you propose not to attend the 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 10.30am NZT on Monday, 21 October 2024.

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 **10.30 am NZT on Monday 21 October 2024.**

Attending the Meeting

- Voting on all resolutions put before the meeting will be by poll.
- If you propose to attend the meeting in person, please bring this Voting/Proxy Form intact to the meeting as the barcode will assist in your registration.
- If you propose to attend the meeting online, refer to the enclosed Online Meeting Guide for instructions.
- 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.
- The persons who will be entitled to vote at the meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Fletcher Building Limited's share register as at close of trading on Monday, 21 October 2024.
- No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the Remuneration Report (being Group CEO, and Acting Group CEO) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them.

Postal Vote

- You can cast a postal vote instead of attending the meeting or appointing a proxy to attend.
- The Company Secretary has been authorised by the Board to receive and count postal votes.
- 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.
- If you complete the postal vote section and also appoint a proxy, your postal vote will take priority over your proxy appointment.

Proxy Appointment

- 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 attend the meeting either in person or online even if you have appointed a proxy.
- The Chair of the meeting and the directors will vote in favour of all resolutions marked "PROXY DISCRETION", for which they have authority to vote.
- 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.
- 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 their 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 the 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 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:

of

(Full Name)

(Proxy Contact Details – Phone/Email/Address)

Or failing them:

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 10.30 am NZT on Wednesday, 23 October 2024, 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 their 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'. If you do not provide contact details for your proxy (and they are not the Chair or a director), we cannot guarantee that your proxy will be admitted if they intend to attend the meeting virtually.

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 them 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 Cathy Quinn be re-elected as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That Tony Dragicevich be elected as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That Andrew Reding be 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"/> |
| 5. That the Company's Remuneration Report for the year ended 30 June 2024, as set out in the 2024 Annual Report, be adopted. | <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

Signed this _____ day of _____ 2024

Day time telephone: _____

Shareholder Questions

Shareholders will have the opportunity to ask questions during the meeting in person or 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 received by 10.30 am NZT on Monday, 21 October 2024. 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:



How to participate in online meetings



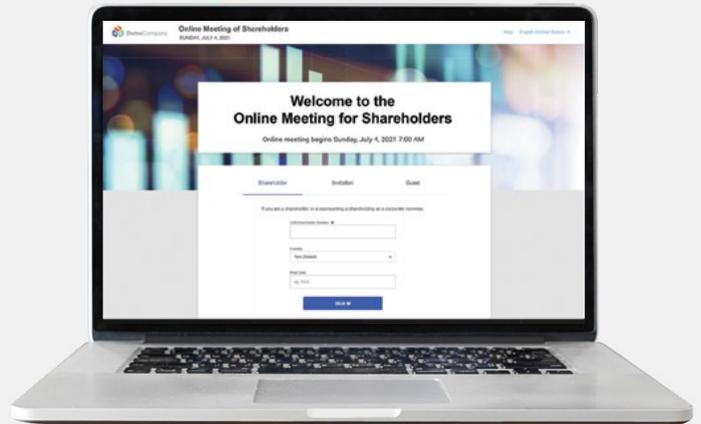
Attending the meeting online

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 or Edge. 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 green 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.