

Notice of Annual Shareholders' Meeting

This is notice that the 2022 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 26 October 2022, commencing at 10.30 am NZT.

The 2022 Annual Shareholders' Meeting will be held in the Grand Hall, Level 5, North Stand, Eden Park, Walters Road, Kingsland, Auckland, New Zealand and online 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 Peter Crowley

That Peter Crowley be re-elected as a director of the Company.

Resolution 2 - Auditor fees and expenses

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

By order of the Board

Chris Reid

Company Secretary
Auckland, New Zealand
23 September 2022

Explanatory Notes

Re-election of director [Resolution 1]

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. Peter Crowley was last elected at the 2019 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 Peter Crowley. He is considered by the Board to be an independent director.

Peter Crowley

BEcon, BA, FAICD

Independent Non-Executive Director



Term of office

Appointed director 1 October 2019,
last elected 2019 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.

Peter has over 40 years of experience in construction materials and building products industries across Australia, New Zealand, Asia, Europe and North America.

From 2003-2015, he served as managing director and CEO of GWA Group Limited, a leading Australian supplier of building fixtures and fittings to households and commercial premises. He also spent 18 years in the cement industry, including various chief executive roles with The Rugby Group plc. and a variety of managerial roles with Queensland Cement and its parent company Holcim.

Peter is a director of Barrambin Trading Company Pty Ltd and The Riverside Coal Transport Company Pty Ltd.

Auditor fees and expenses [Resolution 2]

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 2022 Annual Shareholders' meeting will be by poll. **Voting entitlements for the meeting will be determined at 10.30 am NZT on Monday 24 October 2022** 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 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 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 10.30 am NZT on Monday 24 October 2022. 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.

Procedural Notes continued to the right →

Procedural Notes (cont.)

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 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 www.fletcherbuilding.com/investor-centre/reports-presentations-and-webcasts.

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 North Stand (through car park entrance Gate B, off Walters Road) on a first come, first serve basis. Additional parking will be available behind the South Stand (via car park entrance Gate G, off Reimers Avenue). Please allow for a 5-10 minute walk from there to the North Stand.

