



# Notice of Annual Shareholders' Meeting.

2014

Notice is hereby given that the annual meeting of shareholders of Fletcher Building Limited will be held in the Level 4 Lounge, Corporate Entry G, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand, **on Tuesday, 21 October 2014 commencing at 10.30am.**



## Important dates

All times are given in New Zealand time.

Record date for voting entitlements for the annual meeting.

**17 October**  
2014, 5.00pm

Latest time for receipt of postal votes and proxy forms.

**19 October**  
2014, 10.30am

Annual meeting of shareholders.

**21 October**  
2014, 10.30am

## Arriving by car

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 served 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.

## By public transport

Eden Park is well served by rail and bus services. Kingsland train station is immediately opposite the Park.

For online information go to:  
**[at.govt.nz/bus-train-ferry](http://at.govt.nz/bus-train-ferry)**

For full route, timetable and fare information call AT Public Transport Contact Centre on:

**09 366 6400**  
**0800 10 30 80**

This notice constitutes the notice of meeting for the 2014 annual shareholders’ meeting of Fletcher Building Limited (ARBN 096 046 936) (Fletcher Building or the company). You are encouraged to read this notice and the instructions on the Voting Form carefully.

Business

Ordinary resolutions

Shareholders will be asked to consider, and if thought appropriate, pass the following ordinary resolutions:

Appointment of directors

- 1. That Sir Ralph Norris be elected as a director of the company.
- 2. That Alan Jackson be re-elected as a director of the company.
- 3. That Cecilia Tarrant be re-elected as a director of the company.
- 4. That Gene Tilbrook be re-elected as a director of the company.

Auditor’s remuneration

- 5. That the directors be authorised to fix the remuneration of KPMG as auditor for the ensuing year. Further details are contained in Explanatory note 2.



Sir Ralph Norris

FNZIM, HFIITP, KNZM, Hon.DBus (University of New South Wales)

Independent Non-Executive Director  
Member of the Nominations and Health and Safety Committees  
First appointed 1 April 2014

Sir Ralph, 65, retired as managing director and chief executive officer of the Commonwealth Bank of Australia in November 2011 following a 40 year career in the banking sector in Australia and New Zealand, including as chief executive officer of ASB Bank. He is a former chief executive officer of Air New Zealand. Sir Ralph is a director of Fonterra Co-Operative Group, Fonterra Shareholders’ Fund, Origin Energy, New Zealand Treasury and Fletcher Building Industries. He is a member of the NZ Olympic Advisory Committee and the Juvenile Diabetes Research Foundation Advisory Board and trustee of Business Mentors New Zealand. He also served as an independent non-executive director of Fletcher Building from 2001 to 2005.



Alan Jackson

BEng (Hons), PhD (Auckland), MBA (IMD Management Institute)

Independent Non-Executive Director  
Chairman of the Remuneration Committee and member of the Nominations and Health and Safety Committees  
First appointed 1 September 2009

Dr Jackson, 61, was until 2009 chairman Australasia, senior vice president and director of The Boston Consulting Group. Dr Jackson has been an international management consultant since 1987 and has proven experience at the most senior levels of international and government business. Dr Jackson has worked across a range of industries including resources, diversified industrials, building products and construction sectors including as chairman of Housing Corporation New Zealand. Dr Jackson is a Fellow of the Institution of Professional Engineers. He is a director of Delegat’s Group and Fletcher Building Industries and chairman of Thorough Vision Pty.



Cecilia Tarrant

LLB (Hons), LLM (Berkeley)

Independent Non-Executive Director  
Member of the Audit and Risk, Nominations and Health and Safety Committees  
First appointed 10 October 2011

Ms Tarrant, 53, has over 20 years of experience in international banking and finance, having worked as a lawyer and an investment banker in the USA and Europe. Prior to returning to New Zealand, she was a managing director at Morgan Stanley in London. She is a director of Fletcher Building Industries, Annuitas Management and Shopping Centres Australasia Property Group Trustee NZ and deputy chairman of the Government Superannuation Fund Authority. Ms Tarrant is also a member of The University of Auckland Council, a trustee of The University of Auckland Foundation and an executive-in-residence at The University of Auckland Business School.



Gene Tilbrook

BSc, MBA (University of Western Australia)

Independent Non-Executive Director  
Member of the Audit and Risk, Nominations and Health and Safety Committees  
First appointed 1 September 2009

Mr Tilbrook, 63, was finance director at Wesfarmers until his retirement in May 2009. He led Wesfarmers’ business development group, becoming executive director, business development in 2002 and finance director in 2005. Mr Tilbrook is a director of Fletcher Building Industries, Orica, Aurizon Holdings and the GPT Group. He is a councillor of Curtin University of Technology and of the Australian Institute of Company Directors (WA).

Explanatory notes

Explanatory note 1:

Appointment of directors

Sir Ralph was appointed as a director of the Company by the Board from 1 April 2014. Pursuant to clause 28.3 of the constitution of the company and NZSX listing rule 3.3.6 and ASX listing rule 14.4, any director appointed by the board may only hold office until the next annual shareholders’ meeting, at which point they are eligible for election. Accordingly, Sir Ralph is eligible and offers himself for election.

Pursuant to clause 28.5 of the constitution of the company and NZSX listing rule 3.3.11, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office at the annual meeting of the company each year. In addition, the listing rules of the ASX require each director to stand for re-election at least every three years.

Accordingly, Mr Jackson, Ms Tarrant, and Mr Tilbrook, being those directors who have been longest in office since they were last elected, retire by rotation. Each of them is eligible and offers themselves for re-election. All directors standing for election or re-election do so with the full support of the board.

Explanatory note 2:

Auditor’s remuneration

KPMG is the existing auditor of the company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993, KPMG is automatically reappointed at the annual meeting as auditor of the company. The proposed resolution is to authorise the directors to fix the auditor’s remuneration for the following year for the purposes of section 207S(a) of the Companies Act 1993. The board unanimously recommends that shareholders vote in favour of Resolution 5.

Procedural notes

1. Voting

Voting on all resolutions put before the meeting shall be by a show of hands or poll at the discretion of the chairman of the meeting. Shareholders can, and are encouraged to, exercise their right to vote by casting a postal vote if they cannot attend the meeting in person. Results of the voting will be available after the conclusion of the meeting, and will be notified on the New Zealand and Australian stock exchanges. Any other matters validly raised at the meeting for consideration by shareholders will, if required, be resolved by voting by poll or on a show of hands, as determined by the chairman.

2. Casting your vote

The Voting Form allows you to vote either for or against the resolutions notified in this Notice of Meeting. You may cast your vote in one of three ways:

(a) Personal attendance

If you wish you can attend the annual meeting and vote. Voting will be by way of a show of hands or poll, at the discretion of the chairman. You must bring the Voting Form with you to the meeting in case voting is held by way of a poll; or

(b) Postal vote

If you wish to make a postal vote, you should complete the Voting Form and return it to the share registrar by 10.30am on 19 October 2014. If you are unable to attend the meeting, you are encouraged to lodge a postal vote. On a show of hands, each shareholder who has cast a postal vote is counted as if they are present at the meeting; or

(c) Appoint a proxy to vote

Alternatively, you may appoint a proxy to attend the meeting and vote on your behalf. To do this you should complete the Voting Form, including the proxy appointment, and return it to the share registrar for receipt by 10:30am on 19 October 2014. If you appoint a director as your proxy, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

If you do not plan to attend the meeting you should complete the Voting Form and return it before 10.30am, 19 October 2014.

3. General business

It is possible that matters not notified in this Notice of Meeting may be raised for consideration at the meeting. While these matters cannot by virtue of section 109 of the New Zealand Companies Act 1993 be binding on the company, you may wish to nominate a proxy to vote on matters so raised. To do so, mark the relevant box on the Voting Form, and identify the proxy holder in the space provided. You may nominate the chairman or any other director as your proxy if you so wish. Unless a proxy holder is identified, and you have confirmed that you want that person to have the discretion to vote on any matter on your behalf, your Voting Form will be treated as an abstention on the matter.

4. Entitlement to vote

The persons who will be entitled to vote on the resolutions at this annual shareholders’ meeting are those persons who will be the shareholders of the company at 5.00pm on Friday, 17 October 2014.

5. Voting form updating

To assist shareholders wishing to exercise their voting rights at this annual shareholders’ meeting, whether in person, by proxy or by post, the Voting Form and shareholder attendance card accompanying this Notice of Meeting have been personalised with individual shareholder details. The Voting Form shows your current shareholding. If, at 5.00pm on Friday, 17 October 2014 your shareholding is different from that shown on the Voting Form, you can update the entitlement on arrival at the meeting.

6. Appointing a proxy

All shareholders entitled to attend and vote at this annual shareholders’ meeting are entitled to appoint a proxy to attend and vote for them in their place. The proxy need not be a shareholder of the company. The enclosed Voting Form also provides for the appointment of a proxy, and, if used, must be lodged at the office of the share registry, Computershare Investor Services Limited, before 10.30am, 19 October 2014.

The addresses for the share registries are:

**New Zealand**  
Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142, New Zealand  
Level 2, 159 Hurstmere Road  
Takapuna  
Auckland 0622, New Zealand

**Australia**  
Computershare Investor Services Pty Limited, GPO Box 2975  
Melbourne, VIC 3001, Australia

Yarra Falls  
452 Johnston Street  
Abbotsford, VIC 3067, Australia

7. Voting process

All items of business are ordinary resolutions and are required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions. The company secretary, Charles Bolt, has been authorised by the board to receive and count postal votes at the meeting.

By order of the board, Auckland, New Zealand.

**Charles Bolt**  
Company Secretary  
18 September 2014