

23 April 2018

NZX Limited
Level 1, NZX Centre
11 Cable Street
WELLINGTON

**Fletcher Building
Limited**

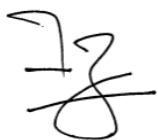
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**NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS
CONDUCT REGULATIONS 2014**

1. On 17 April 2018, Fletcher Building Limited (**Fletcher Building**) announced that it would undertake a fully underwritten pro rata 1 for 4.46 accelerated entitlement offer (with any shares not taken up or attributable to ineligible shareholders being offered to institutional investors through two bookbuilds to be run by the lead manager, the first of which was completed on 19 April 2018) of new fully paid ordinary shares of the same class as already quoted on the NZX Main Board of NZX Limited (**NZX Main Board**) and the Australian Securities Exchange operated by ASX Limited (**ASX**) (the **Offer**).
2. Pursuant to clause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 (**Regulations**), the Financial Markets Conduct Act 2013 (**FMCA**) and the Australian Corporations Act 2001 (Cth) (**Corporations Act**), Fletcher Building states that:
 - (a) Fletcher Building is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 to the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 to the FMC Regulations.
 - (b) Fletcher Building will offer ordinary shares for issue and will issue those shares without disclosure under Part 6D.2 of the Corporations Act;
 - (c) Fletcher Building is giving this notice under sections 708A(12J) (as notionally inserted by ASIC Instrument 18-0268) and 708AA(2)(f) of the Corporations Act.
 - (d) As at the date of this notice, Fletcher Building is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in Fletcher Building and its obligations under rule 1.15.2 of the ASX Listing Rules.
 - (e) As at the date of this notice, Fletcher Building is in compliance with its financial reporting obligations (as defined in subclause 20(5) of schedule 8 to the Regulations).
 - (f) As at the date of this notice, there is no information that is 'excluded information' as defined in subclause 20(5) of schedule 8 to the Regulations.
 - (g) The Offer is not expected to have any material effect or consequence on the control of Fletcher Building.

On behalf of
Fletcher Building Limited



Charles Bolt
Group General Counsel & Company Secretary