



FletcherBuilding

Annual Shareholders' Meeting 2002



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Dr Roderick Deane
Chairman

○ Directors

- Dr Roderick Deane (Chairman)
- Paul Baines
- Hugh Fletcher
- Ralph Norris
- Sir Dryden Spring
- Kerrin Vautier
- Ralph Waters (Managing Director)



○—Agenda

- Directors
- Auditor's Remuneration
- Constitution
- Share Placements
- Laminex Acquisition
- Capital Notes
- Other Business
- Questions/Comment





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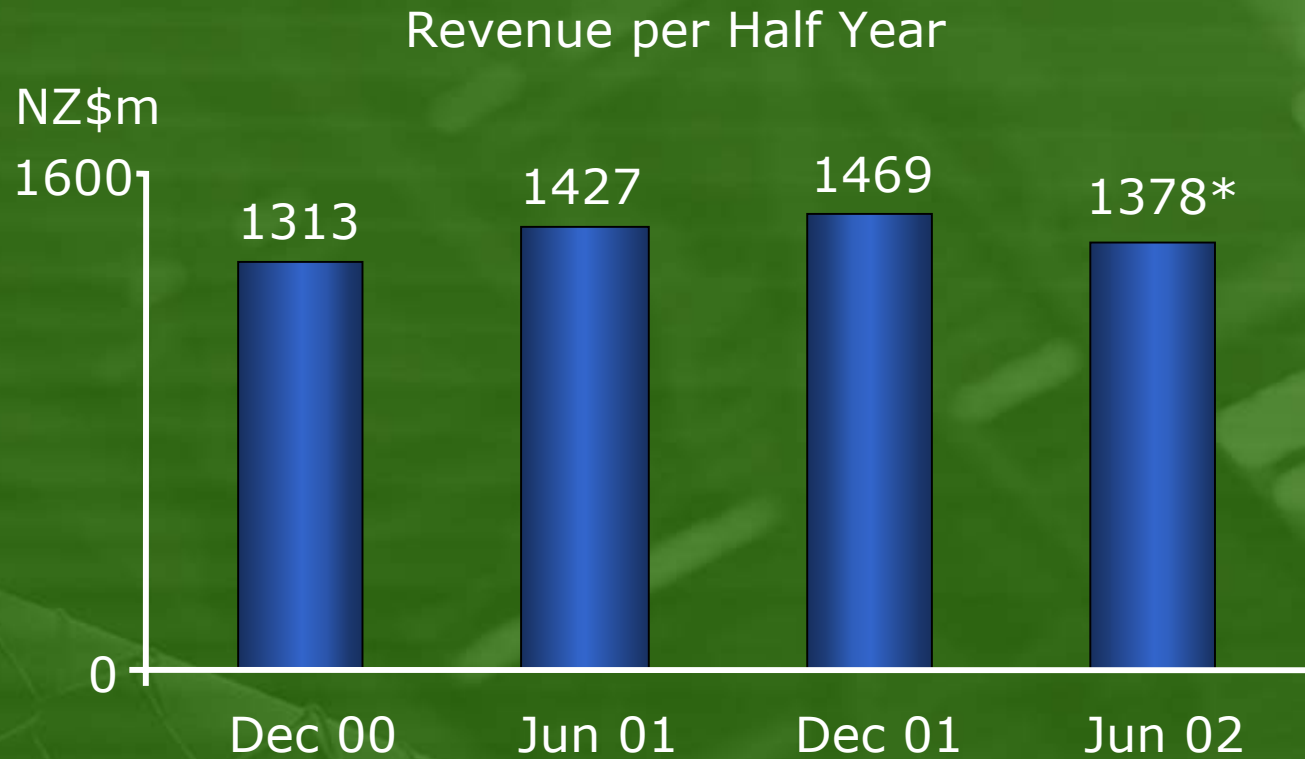
Earnings



Restated on a comparable basis



Revenue

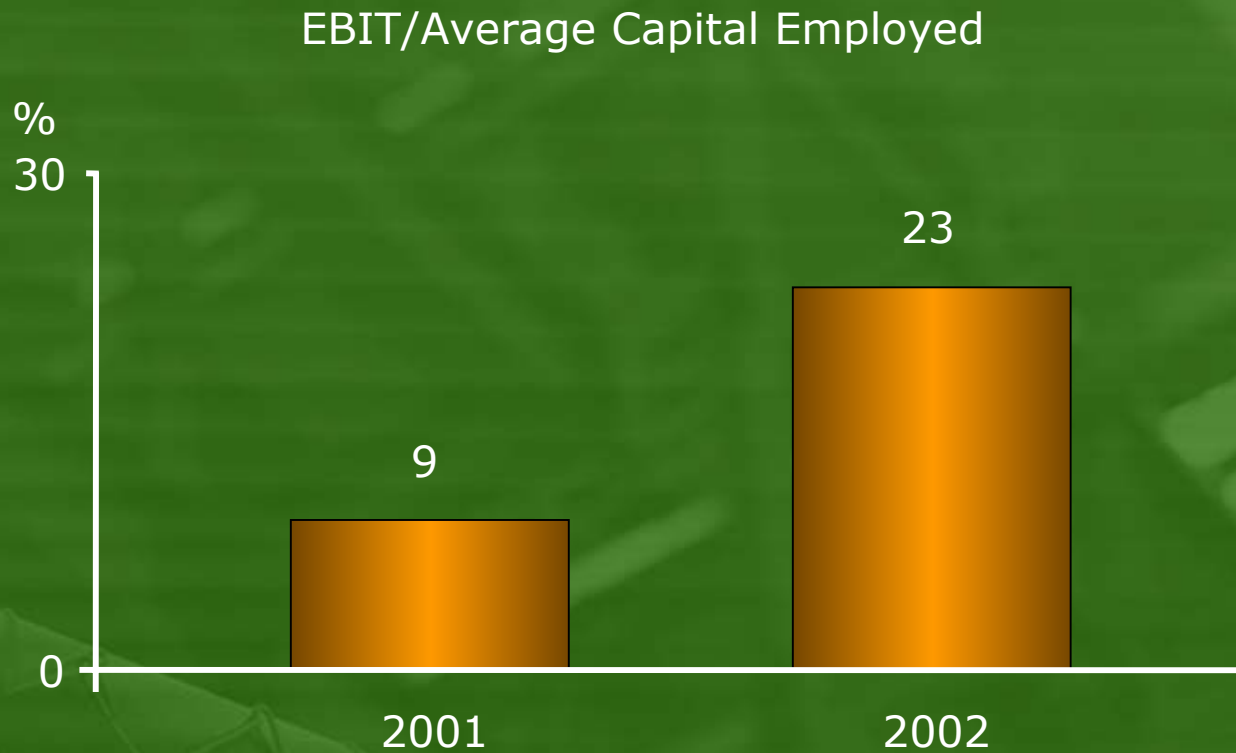


Restated on a comparable basis

* Sale of Construction Australia operations reduced revenue



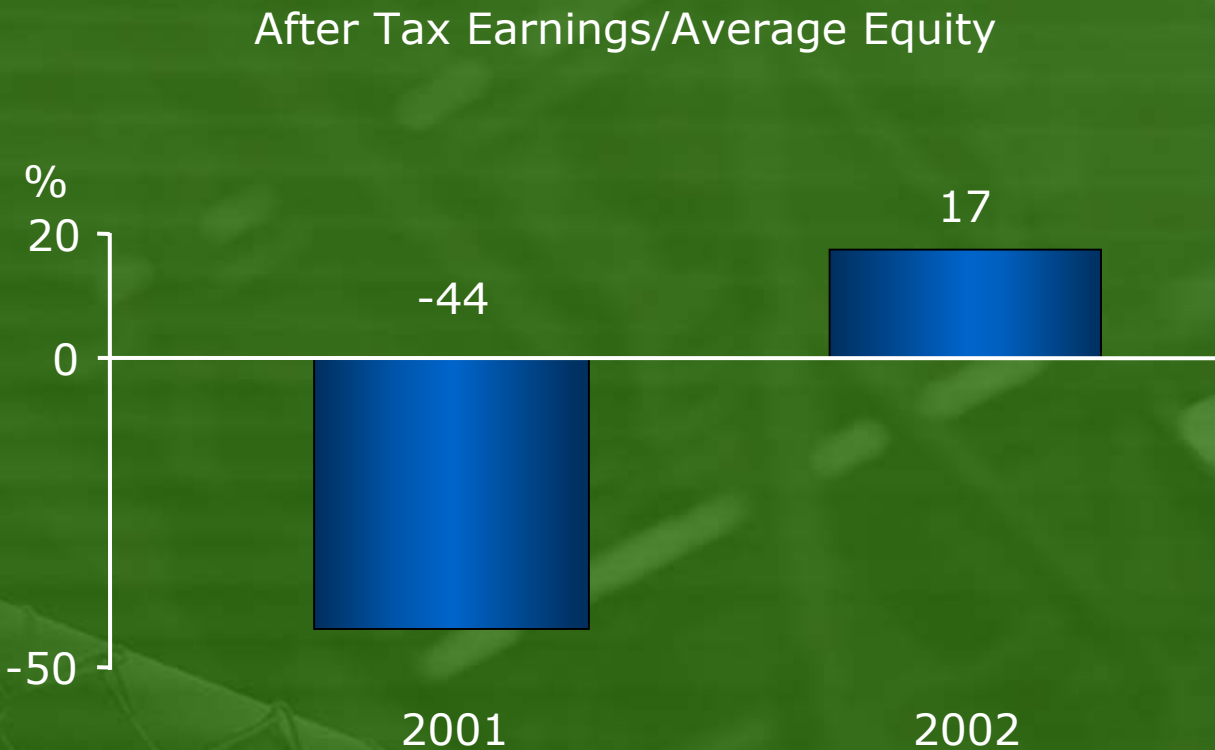
Return on Capital



Definition:
EBIT pre-unusuals/Average Net Debt + Equity + Capital Notes - Deferred Tax Asset



Return on Equity



Definition: Net Earnings after Capital Notes Interest/Average Equity



○ Divestments

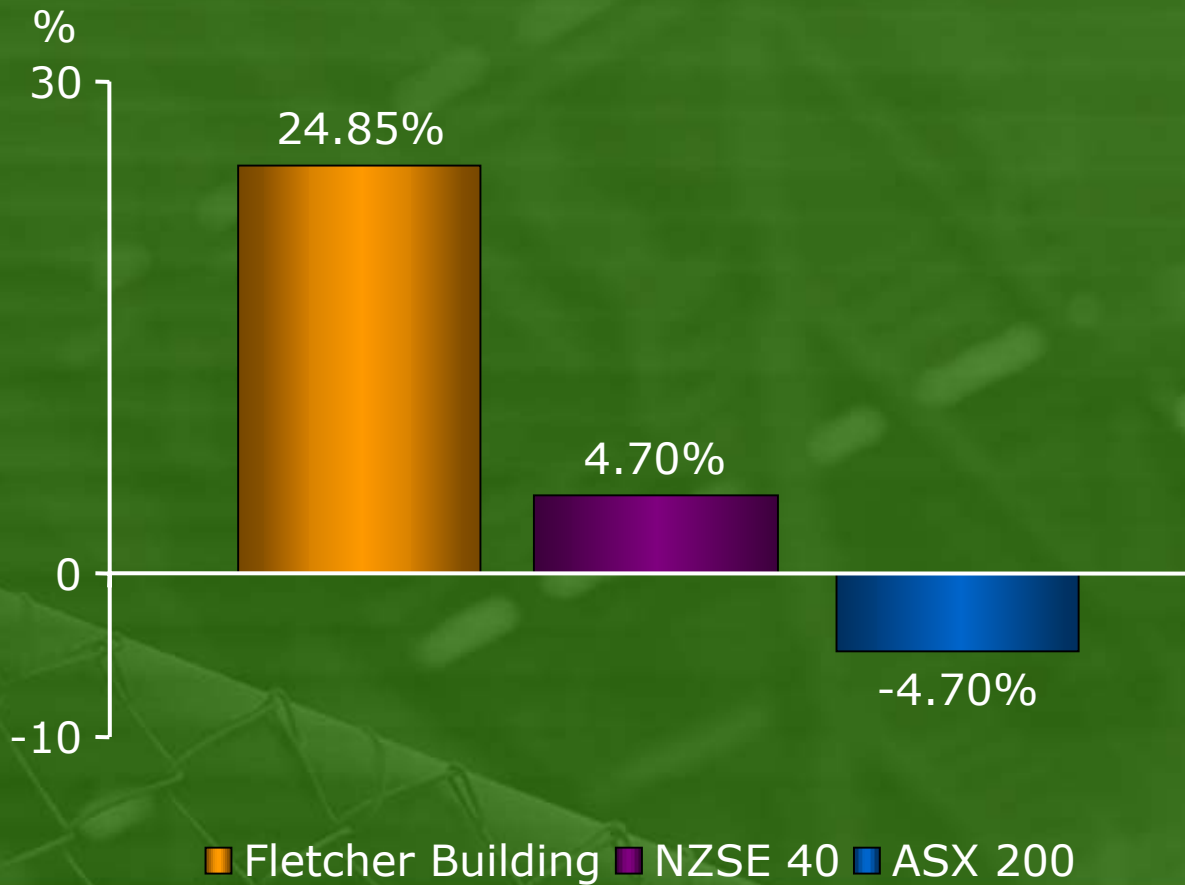
- Cyclone Wire
- Fletcher Construction Australia
- Co-generation, Australia
- Fletcher Aluminium, Australia
- Concrete, Bolivia



Share Price



Total Shareholder Return





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○ Governance

- 1 executive director, of 7
- Board Committees
 - Remuneration
 - Audit
- Executive Sessions
- Advisory/Consultancy limits
- Written Policies
 - insider trading
 - conflicts of interest



○ Governance

- Directors' shareholdings
- Delegated authorities
- Compliance reports
- Committee charters
- Disclosure framework





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○ **Laminex Acquisition**

- Enhances the Group's position
- No effect on domicile/identity
- Addresses the issue of growth



○ **Laminex - Attributes**

- High quality exposure in Australia
- Exports to Asia
- Strong New Zealand position
- Growth record
- Proven management
- Synergy benefits
- Performance prospects





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○—Laminex - Price

- A\$645 million plus up to A\$20 million on performance
- Approximately 6 times projected earnings
- Immediately positive to earnings per share



○ **Laminex - Placement**

- 43.7 million shares @ NZ\$2.95 placed on 18 September 2002
- Favourable reaction - NZ\$0.14 above then market price





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○ Capital Notes

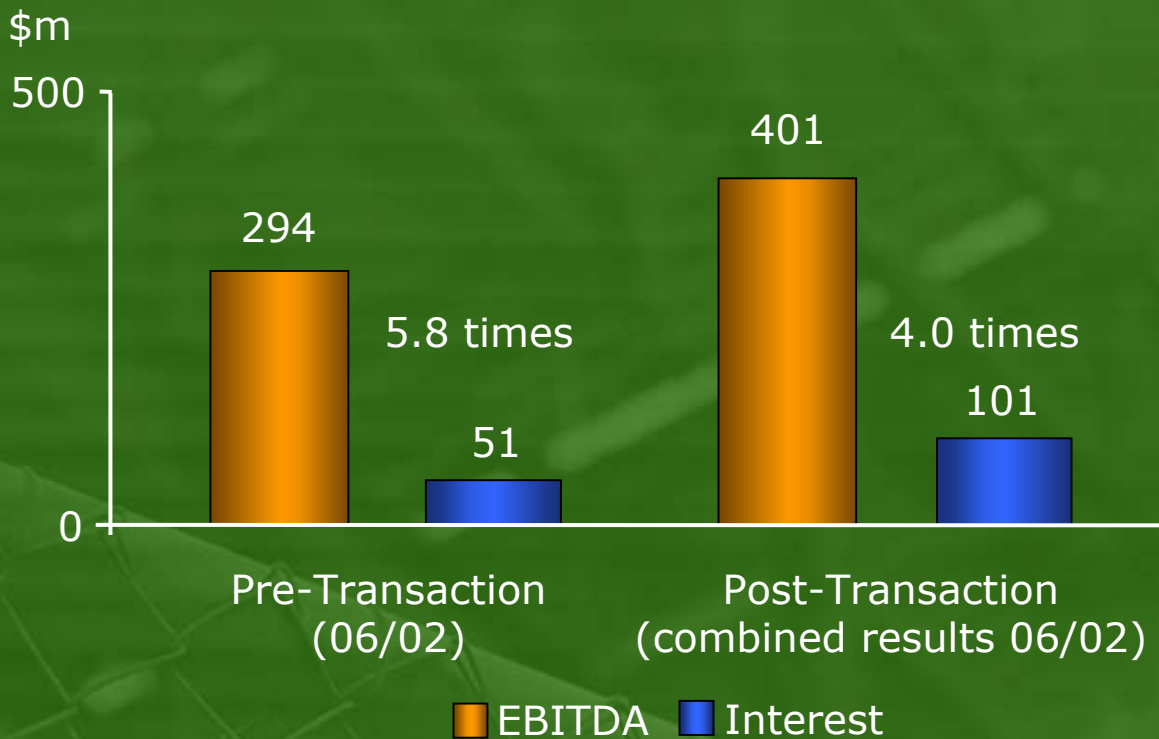
- \$150 million new issue
- Five Years minimum 8.6%
- Seven Years minimum 8.85%
- \$25 million preferential pool





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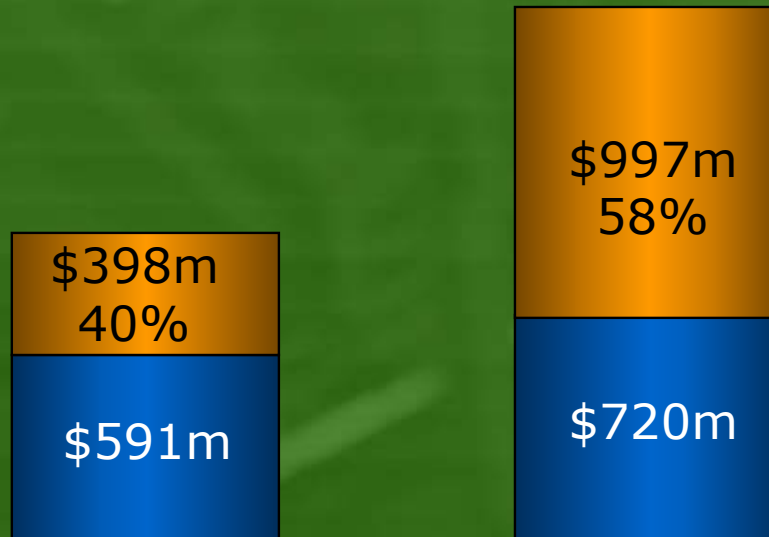
Interest Cover



Gearing

Net Debt : Net Debt + Equity

Net Debt
Equity



Pre-Transaction
(06/02)

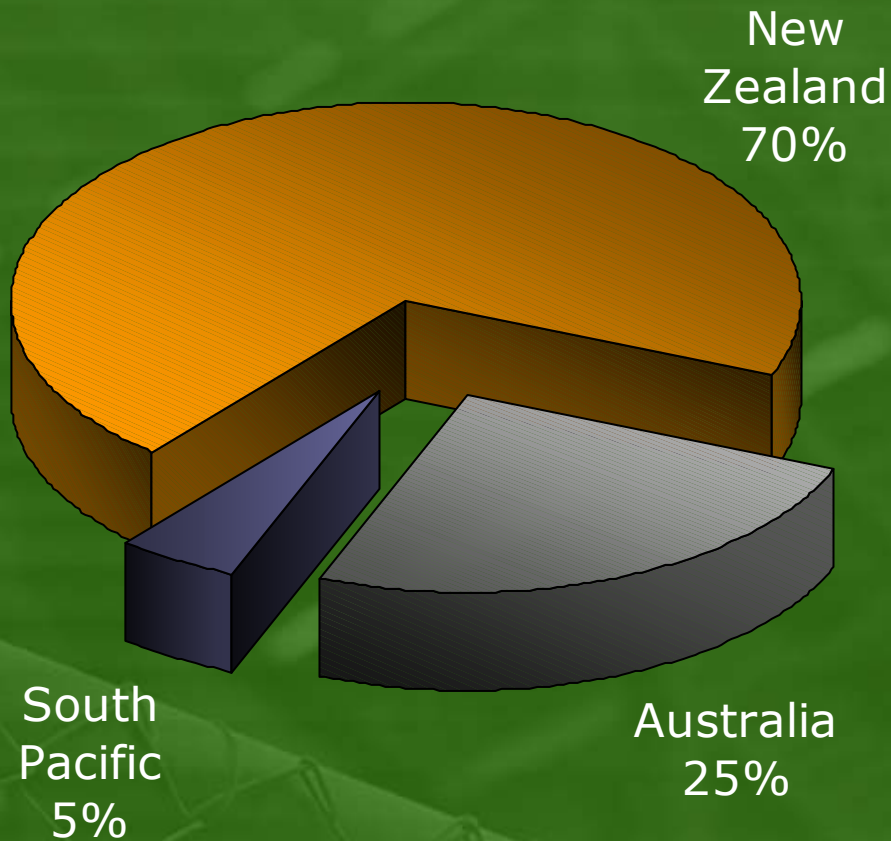
Post-Transaction
(combined balance sheets 06/02)



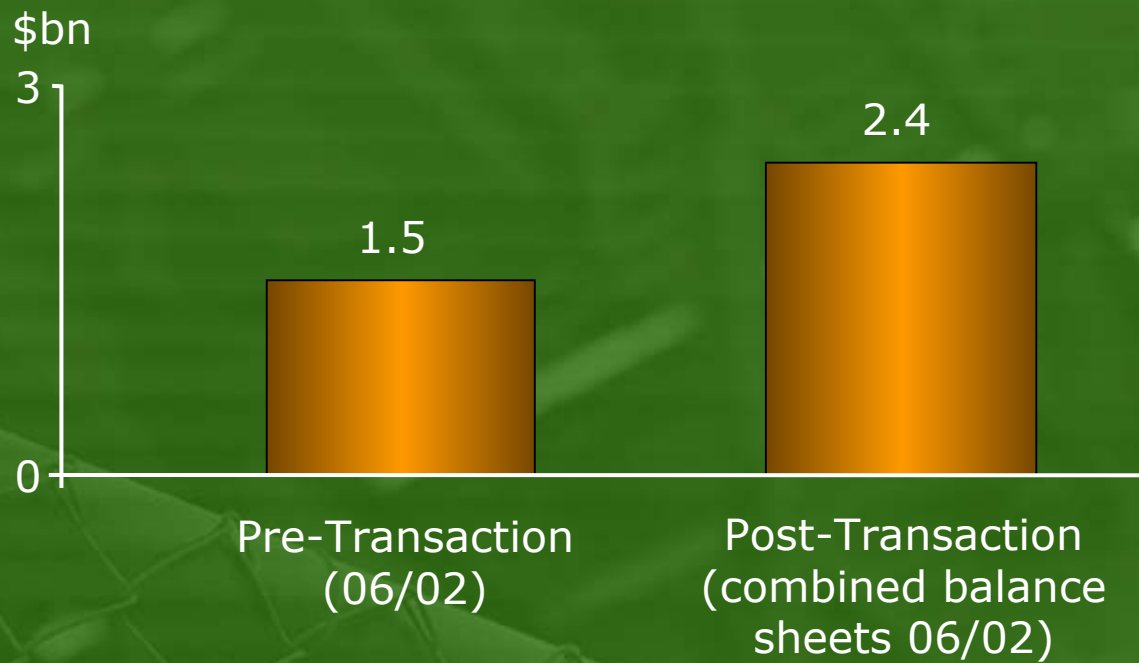


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Revenue Share



Assets



○— **New Zealand Manufacturing Positions**

- Plasterboard
- Woodpanels
- Aluminium
- Steel
- Aggregates
- Cement
- Concrete Products
- Construction



○—Australian Positions

- Decorative surfaces
- Woodpanels
- Associated products



○ Distribution

- New Zealand
 - Construction
 - Trade and retail outlets
- Australia
 - Laminex specialised distributors
 - Licensed distributors



○—Enhanced Performance Prospects

- Higher average growth rates in Australia
- Hedge against New Zealand economic cycles



○ Board Recommendation

**UNANIMOUS SUPPORT
FOR APPROVAL**





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