

# Notice of Annual Shareholders' Meeting

This is notice that the 2021 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Tuesday 19 October 2021, commencing at 2.00 pm NZT.

The 2021 Annual Shareholders' Meeting will be held at 2.00 pm NZT as an online meeting only 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 Rob McDonald

That Rob McDonald be re-elected as a director of the Company.

#### Resolution 2 – Re-election of Doug McKay

That Doug McKay be re-elected as a director of the Company.

#### Resolution 3 – Re-election of Cathy Quinn

That Cathy Quinn be re-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.

By order of the Board

A handwritten signature in black ink, appearing to read "Chris Reid".

**Chris Reid**  
Company Secretary  
Auckland, New Zealand  
20 September 2021

## Explanatory Notes

### Re-election of directors [Resolutions 1, 2, and 3]

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. Rob McDonald, Doug McKay and Cathy Quinn were last elected at the 2018 annual meeting, and being eligible, they seek re-election at this meeting.

The Board unanimously recommends that shareholders vote in favour of the re-election of each of Rob McDonald, Doug McKay and Cathy Quinn. They are all considered by the Board to be independent directors.

### Rob McDonald

BCom, FCA

Independent Non-Executive Director

#### TERM OF OFFICE

Appointed director 1 September 2018, last elected 2018 annual meeting.

#### BOARD COMMITTEES

Chair of the Audit and Risk Committee, Member of the Nominations Committee and Member of the Remuneration Committee.

Rob's finance career spans over 30 years with a strong track record in financial and risk management, developed over two decades with Air New Zealand. As the airline's chief financial officer, he received a number of accolades during his career, including CFO of the Year in the Deloitte Top 200 in 2015 and the Fairfax Media New Zealand CFO of the Year award in 2010. Rob is the Chair of Contact Energy Limited, a director of AIA New Zealand Limited and the Chartered Accountants of Australia and New Zealand, and a member of the University of Auckland Council.



## Explanatory Notes (cont.)

### Doug McKay

ONZM, BA, AMP (Harvard), CMIInstD

**Independent Non-Executive Director**

#### TERM OF OFFICE

**Appointed director 1 September 2018, last elected 2018 annual meeting.**



#### BOARD COMMITTEES

**Chair of the Safety, Health, Environment, and Sustainability Committee, Member of the Audit and Risk Committee, and Member of the Nominations Committee.**

Doug brings considerable business leadership and commercial experience, as the former CEO of major manufacturing and distribution businesses in New Zealand and Australia, such as Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Independent Liquor. He was the inaugural CEO of the amalgamated Auckland Council until the end of 2013. In 2015, Doug was made an Officer of the New Zealand Order of Merit for services to business and local government. Doug is the Chair of Bank of New Zealand and Eden Park Trust Board and is a director of Genesis Energy Limited, IAG New Zealand Limited and National Australia Bank.

### Cathy Quinn

ONZM, LLB

**Independent Non-Executive Director**

#### TERM OF OFFICE

**Appointed director 1 September 2018, last elected 2018 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.**

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

### Auditor fees and expenses [Resolution 4]

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 2021 Annual Shareholders' meeting will be by poll. **Voting entitlements for the meeting will be determined at 2.00 pm NZT on Sunday 17 October 2021** 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 one of three ways:

- (a) **Personally** - You can participate and cast your vote at the meeting online 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 online 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](http://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](mailto:corporateactions@computershare.co.nz).

Voting/Proxy Forms must be received at Computershare Investor Services by 2.00 pm NZT on Sunday 17 October 2021. 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.

### 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 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](http://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](http://www.fletcherbuilding.com/investor-centre/reports-presentations-and-webcasts).