



Notice of Annual Shareholders' Meeting

This is notice that the 2023 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Friday 27 October 2023, commencing at 10.30 am NZT.

The 2023 Annual Shareholders' Meeting will be held in the Grand Hall, Level 5, North Stand, Eden Park, Walters Road, Kingsland, Auckland, New Zealand, and as an online meeting 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, pass the following ordinary resolutions (which require a simple majority of the votes cast):

Resolution 1 - Re-election of Bruce Hassall

That Bruce Hassall be re-elected as a director of the Company.

Resolution 2 - Re-election of Barbara Chapman

That Barbara Chapman be re-elected as a director of the Company.

Resolution 3 - Re-election of Martin Brydon

That Martin Brydon be re-elected as a director of the Company.

Resolution 4 - Election of Sandra Dodds

That Sandra Dodds be elected as a director of the Company.

Resolution 5 - Auditor fees and expenses

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

Resolution 6 - Director's remuneration

That the aggregate maximum annual remuneration for directors be increased from NZ\$2,000,000 to NZ\$2,500,000.

Resolutions 1 to 6 above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution. For more information on the resolutions, please see the Explanatory Notes.

D. Shareholder Questions

By order of the Board

Ashleigh Harding

Company Secretary
Auckland, New Zealand
22 September 2023

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.

Bruce Hassall, Barbara Chapman and Martin Brydon were last elected at the 2020 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 Bruce Hassall, Barbara Chapman and Martin Brydon. They are all considered by the Board to be independent directors.

Election of Sandra Dodds [Resolution 4]

Sandra Dodds was appointed a director on 1 September 2023. NZX Listing Rule 2.7.1 requires that directors appointed by the Board retire at the next annual meeting but shall be eligible for election at that meeting. Being eligible to do so, Sandra Dodds is seeking election.

The Board unanimously recommend that shareholders vote in favour of the election of Sandra Dodds. She is considered by the Board to be an independent director.

Auditor fees and expenses [Resolution 5]

EY is automatically reappointed as auditor of the Company under Section 207 of the Companies Act 1993. The proposed resolution is to authorise the Board to fix the fees and expenses of the auditor.

Directors' remuneration [Resolution 6]

Resolution 6 seeks approval to increase the maximum aggregate remuneration available for the Directors from \$2 million per annum to \$2.5 million per annum.

The cap on annual remuneration that can be paid to non-executive directors must be approved by shareholders by way of an ordinary resolution. The current shareholder approved remuneration limit is \$2 million per annum. That approval was granted 12 years ago at the Annual Shareholders' Meeting in October 2011. The intention is to seek approval now for a new maximum limit that will not require increasing again for some time.

If Resolution 6 is passed, the fees actually paid to directors do not increase to \$2.5 million. As stated in the 2023 Remuneration Report, the Board has agreed that directors' fees will not increase in FY24. Instead, Resolution 6 seeks shareholder approval to increase the maximum limit that may be paid to directors (in aggregate) from \$2 million to \$2.5 million per annum.

Directors' remuneration [Resolution 6] (cont.)

Fletcher Building employs an unbundled model for directors' remuneration, where base fees are paid to each director as members of the Board and separate fees are paid for participation on the various committees of the Board, having regard to the expected commitment required. The fees set do not include director expenses or fees agreed to be paid for unscheduled additional work requested of directors.

The FY23 Remuneration Report sets out the Board and Committee fees currently being paid. No additional service fees were paid in FY23 and none are anticipated in the current work programme.

As part of its annual review of Director remuneration, the Board considers whether the aggregate maximum remuneration limit provides sufficient flexibility if changes to the Board composition or director remuneration are determined to be appropriate in future. This may occur, for example, if the appointment of an additional director or changes to committee composition are appropriate to best achieve the Company's strategic goals. The increase in the maximum limit being requested also assists in accommodating for inflation in coming years.

The Board considers that the current approved maximum of \$2 million does not provide that flexibility and assurance. Current director fees budgeted for FY24 are \$1.79 million after accommodating eight directors. The existing margin of \$0.2 million is considered insufficient if, at some point in the future a change of strategy is required.

The size of the increase (from \$2 million to \$2.5 million) is also not disproportionate and is expected to provide the headroom requested for a number of years. The directors are satisfied that their proposed remuneration:

- a) is appropriate for a company of Fletcher Building's size, complexity and international orientation;
- b) is appropriate for the wider responsibilities placed on directors;
- c) positions Fletcher Building well for director succession; and
- d) is consistent with the Company's performance and total shareholder returns.

In accordance with the Listing Rules, the Company will disregard any votes cast on Resolution 6 by any director of the Company and any of their associates, except where any such vote is cast by a director or one of their associates as proxy for a person who is entitled to vote and that director or associate votes in accordance with express instructions contained in the proxy form. If a director or associate has been appointed as proxy with discretion on how to exercise the voting right attached to it, that discretion cannot be exercised on Resolution 6 and the vote will not be counted.

Explanatory Notes continued

Bruce Hassall

BCom, FCA

Chair and Independent Non-Executive Director

Term of office

Appointed director 1 March 2017, last elected 2020 annual meeting.

Board committees

Chair of the Nominations Committee
Member of the People and Remuneration Committee

Bruce has had a distinguished career with broad and deep commercial and strategic experience, and connections across the New Zealand economy, including in the small medium enterprise (SME), commercial, government and export sectors.

As former senior partner and CEO of PwC New Zealand he has extensive advisory background and knowledge of the corporate environment.

Bruce is the Chair of The Farmers' Trading Company Limited and Profile Group Holdings Limited and is a director of Fonterra Co-operative Group Limited.



Martin Brydon

MBA, FAICD, FAIM, Dip Elect Eng, Dip Elron Eng

Independent Non-Executive Director

Term of office

Appointed director 1 September 2018, last elected 2020 annual meeting.

Board committees

Member of the People and Remuneration Committee
Member of the Safety, Health, Environment and Sustainability Committee

Martin has more than 40 years' experience in the Australian building products sector, having started his career as an indentured engineering cadet with BHP. He joined Cockburn Cement Limited in 1981, where he then served as CEO from 1998-1999. Following Cockburn Cement's merger into Adelaide Brighton in 1999, he held a number of senior management roles before his appointment as CEO and managing director in 2014. Martin retired following a distinguished 30-year career with Adelaide Brighton in January 2019.

He is Chair of ASX listed company Duratec Limited.



Barbara Chapman

CNZM, BCom, CMIInstD

Independent Non-Executive Director

Term of office

Appointed director 1 September 2018, last elected 2020 annual meeting.

Board committees

Chair of the People and Remuneration Committee
Member of the Nominations Committee

Barbara brings extensive and diverse trans-Tasman executive experience to the Board having served as CEO and managing director of ASB Bank for seven years and having held a number of senior executive roles responsible for marketing, communications, human resources, life insurance and retail banking in New Zealand and Australia. She has an extensive list of professional achievements to her credit, including being named New Zealand Herald's 2017 Business Leader of the Year.

In 2019, Barbara was made a Companion of the New Zealand Order of Merit for services to business.

Barbara is the Chair of Genesis Energy Limited and NZME (New Zealand Media and Entertainment) Limited, deputy Chair of The New Zealand Initiative and is a director of Bank of New Zealand.



Sandra Dodds

BCom, FCA, GAICD

Independent Non-Executive Director

Term of office

Appointed director 1 September 2023

Board committees

Member of the Audit and Risk Committee
Member of the Safety, Health, Environment and Sustainability Committee

Sandra has a broad and diverse industrial background with over 30 years of operational and financial experience as an executive leader in complex infrastructure businesses across New Zealand, Australia and Asia. Until recently Sandra led the infrastructure sector team at Broadspectrum.

Sandra is a Director of Contact Energy Limited, OceanaGold Corporation, Snowy Hydro Limited and Beca Group Limited.



Procedural Notes

1. Persons entitled to vote

Voting on all resolutions put before the 2023 Annual Shareholders' meeting will be by poll. **Voting entitlements for the meeting will be determined at 10.30am NZT on 25 October 2023** 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 (enclosed with this notice) 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 10.30am NZT on **25 October 2023**. Voting/Proxy Forms received after that time will not be valid for the annual shareholders' meeting.

Ashleigh Harding, 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', unless they are disqualified from doing so (for example on Resolution 6). 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 <https://fletcherbuilding.com/investor-centre/financial-results-and-announcements>

Venue Location

Grand Hall, Level 5, North Stand, Eden Park, Walters Road, Kingsland, Auckland. Enter via **Gate B**.

Eden Park is well served by rail and bus services. Kingsland train station is a short walk from Eden Park.

Parking is available through entrance Gate B off Walters Road or Gate G off Reimers Avenue. Please allow for a 5-10 minute walk from there to the North Stand.

