Notice of Annual Shareholders' Meeting

This is notice that the 2026 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday, 21 October 2026, commencing at 10.30am NZT.

The 2026 Annual Shareholders' Meeting will be held at the Maritime Room, Princes Wharf, Auckland CBD, 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 below.

Business

A. Chair's Address

B. Managing Director & Chief Executive Officer's Address

C. Resolutions

To consider, and if thought fit, pass the following ordinary resolutions (each of which requires a simple majority of the votes cast):

Resolution 1 - Re-election of Sandra Dodds

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

Resolution 2 - Auditor fees and expenses

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

Resolution 3 – Adoption of the Remuneration Report

That the Company's Remuneration Report for the year ended 30 June 2026, as detailed on the Company's website, be adopted.

The outcome of this vote is non-binding.

D. Shareholder Questions

By order of the Board

Haydn Wong
Company Secretary
Auckland, New Zealand
18 September 2026

Explanatory Notes

Board recommendation

The Board considers that resolutions 1 to 3 are in the best interests of Fletcher Building shareholders, and (with the relevant director seeking re-election abstaining) recommend that shareholders vote in favour of those resolutions.

Re-election of Sandra Dodds - Resolution 1

Under the Company's Constitution, and as required by NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

Sandra Dodds was elected to the Board at the 2023 Annual Shareholders' Meeting and, being eligible, seeks re-election at this meeting. Sandra's director profile is available below.

Sandra is considered by the Board to be an independent director on the basis that she is not an Employee and does not have any Disqualifying Relationship, each as defined in the NZX Listing Rules, including having regard to the factors described in table 2.4 of the NZX Corporate Governance Code.

Auditor fees and expenses - Resolution 2

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.

Adoption of the Remuneration Report - Resolution 3

In 2011, a change to the Australian Corporations Act introduced a 'say on pay' regime requiring companies listed on the ASX to include a non-binding resolution enabling shareholders to vote on the adoption of the company's remuneration report. As a New Zealand registered company with ASX Foreign Exempt listing status, the Company is not required to comply with Australia's 'say on pay' regime (including that regime's 'two-strike' rule).

As was the case for the FY24 and FY25 Remuneration Reports, the Board has nevertheless determined that the Company's 2026 Annual Shareholders' Meeting is an appropriate forum for pro-actively facilitating broader shareholder engagement on the Company's FY26 Remuneration Report.

Resolution 3 in this Notice of Meeting will therefore be put to shareholders, as an ordinary resolution (i.e., requiring a simple majority of the votes of those shareholders entitled to vote and voting in person or by proxy). This resolution is advisory only, and the outcome of the vote will not be binding on the Company or the Board.

Although the Board has elected to put the adoption of the FY26 Remuneration Report to shareholders, the Company is not proposing to adopt the 'two-strike' rule from the Australian 'say on pay' regime. The two-strike rule provides that if 25% or more of the votes cast at two consecutive annual shareholders' meetings are against adopting the company's remuneration report, then a 'spill resolution' must be put to shareholders. If 50% or more of votes cast on the spill resolution are in favour, then the entire board (except a managing director) must stand for re-election at a further special shareholders' meeting. As a dual listed company, with ASX Foreign Exempt listing status, the Company adopts Australian requirements that are most meaningful for shareholders. Implementation of the full Australian 'say on pay' regime would be cost-prohibitive, when viewed against the Australian experience where spill resolutions are almost never approved by shareholders.

Although the vote on resolution 3 is not binding, the Directors will consider the outcome of the vote and comments made by shareholders on the FY26 Remuneration Report at the Annual Shareholders' Meeting when reviewing Fletcher Building's remuneration policies.

No vote may be cast on resolution 3 by individuals whose remuneration is detailed in the FY26 Remuneration Report (being the Managing Director and Chief Executive Officer) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. Further, those persons will not be able to vote on resolution 3 as a proxy for any other shareholder if the appointing shareholder has specified the Proxy Discretion voting direction.

The FY26 Remuneration Report can be accessed on the Company's website www.fletcherbuilding.com.

Director Profile

Sandra Dodds

BCom, FCA, GAICD

Independent Non-Executive Director

Term of office:

Appointed director 1 September 2023, last elected 2023 Annual Shareholders' Meeting.

Board committees:

Chair of the Audit and Risk Committee

Member of the Disclosure Committee

Member of the Safety, Health, Environment and Sustainability Committee

Sandra has more than 30 years' experience in operational and financial leadership roles across infrastructure, construction, energy and resources businesses in New Zealand, Australia and Asia. Most recently, she was the Chief Executive of Urban Infrastructure at Broadspectrum and previously held senior executive roles with Downer EDI and Fulton Hogan.

Sandra brings to the Board significant experience in governance, financial oversight, risk management and major infrastructure operations.

Sandra is also a director of Contact Energy Limited and OceanaGold Corporation.

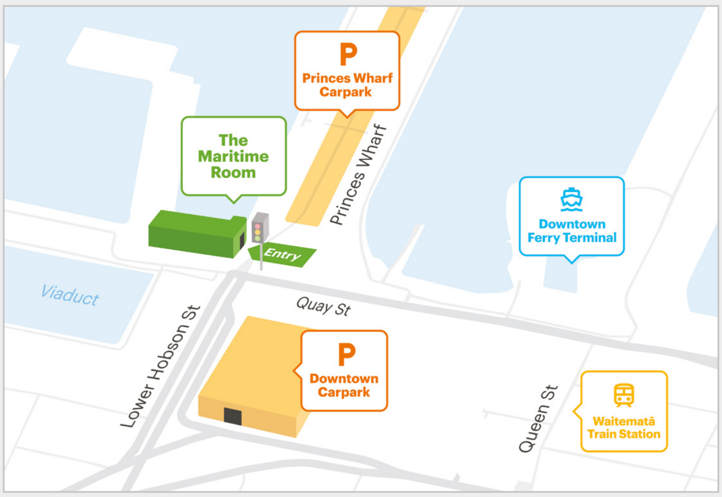
Venue Location

The Maritime Room is located at:

Princes Wharf, Auckland CBD, New Zealand.

- Waitematā Train Station is approximately a seven minute walk away.
- The Downtown Ferry Terminal is approximately a four minute walk away.
- Paid parking is available nearby at Downtown Car Park and Princes Wharf Car Park.

Lift access is available on request if required.



Procedural Notes

1. Persons entitled to vote

Voting on all resolutions put before the 2026 Annual Shareholders' Meeting will be by poll. Voting entitlements for the meeting will be determined at close of trading on 19 October 2026 based on the registered shareholdings at that time. Results of the voting will be notified to the NZX and ASX.

No vote may be cast on resolution 3 by individuals whose remuneration is detailed in the FY26 Remuneration Report (being the Managing Director and Chief Executive Officer) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. Further, those persons will not be able to vote on resolution 3 as a proxy for any other shareholder if the appointing shareholder has specified the Proxy Discretion voting direction.

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 (attached to this Notice of Meeting) with you 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 tab 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).

(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 to the address on the Voting/Proxy Form or emailing it to corporateactions@computershare.co.nz.

Voting/Proxy Forms must be received at Computershare Investor Services **by 10.30am NZT on 19 October 2026.** Voting/Proxy Forms received after that time will not be valid for the Annual Shareholders' Meeting.

The 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. 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 of the meeting 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.

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. Online attendance

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 tab 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). If you have any issues accessing the website, please call +64 9 488 8777.

A recording of the meeting will be made available on the Company's website www.fletcherbuilding.com following the conclusion of the meeting.