

Corporate Governance Statement

This Corporate Governance Statement was approved by the Board on, and is dated, 19 August 2025.

The Board is committed to providing that Fletcher Building Limited (**Company** or **Fletcher Building**) has appropriate corporate governance arrangements that are consistent with the size and nature of its operations. At Fletcher Building, governance is about creating a strong and principled ethics-based culture, where accountability and transparency improve the quality and clarity of decision-making across Fletcher Building and its subsidiaries. The primary objective is to create and adhere to a corporate culture that is open and transparent, develops capabilities and identifies opportunities to create value for its stakeholders.

The Company's governance framework is recorded in various policies, charters and processes, many of which are discussed below. Board-approved policies are generally reviewed on a three yearly cycle, unless required earlier to ensure they continue to meet the high standards required by the Board and to reflect regulatory changes and developments in corporate governance practices. The Company's standing Board Committee Charters and certain policies referred to in this document are available to view on the Corporate Governance section of Company's website https://fletcherbuilding.com/ (Company's website).

The Board endorses the corporate governance principles embodied in the NZX Corporate Governance Code dated January 2025 (**NZX Code**) and believes the Company's corporate governance principles, policies and practices are consistent with the NZX Code. The NZX Listing Rules require the Company to report against the NZX Code. This Corporate Governance Statement follows the structure of the NZX Code. The Company's Annual Report provides an explanation of any NZX Code recommendations that it has not followed.

Principle 1 - Ethical Standards

Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.

Code of Conduct and other policies

The Board has adopted a Code of Conduct with which all directors, executives and employees are required to comply. The Code of Conduct documents: minimum standards of ethical behaviour; the Company's purpose and values; operating safely and responsibly; acting with integrity and honesty; protecting our assets; complying with the law; and speaking up.

In addition, the Company's Anti-bribery and Corruption Policy provides for a zero-tolerance approach to bribery and corruption, whether in the private or public sector, anywhere in the world. The Policy also sets out expectations around giving and receiving gifts, charitable donations and dealings with business partners. The Policy states that political donations are not permitted without approval of the Board.

Fletcher Building has a free phone and online service ("FBuCall" https://fletcherbuilding.com/fbucall) which can be used by directors and employees of Fletcher Building and its subsidiaries to report suspected unacceptable, unethical or illegal behaviour in the workplace. This service is operated by independent external providers so that calls are kept anonymous.

Fletcher Building strongly believes in upholding human rights across all its business operations. Human rights are fundamental civil, political, economic and social rights and freedoms that every human is entitled to without discrimination and include the right to be treated decently at work, to express opinions and beliefs without fear of recrimination, to have privacy, and to be free from harassment, abuse or discrimination. The Company's Human Rights Policy describes how Fletcher Building will uphold and monitor human rights within its business operations.

The Modern Slavery Act 2018 (Cth) is Australian legislation which commenced on 1 January 2019. The Company's Human Rights Policy includes the statement that Fletcher Building prohibits the use of all forms of forced labour, including indentured labour, bonded labour, prison labour, modern forms of slavery, and any form of human trafficking within its supply chain. Modern Slavery Statements are reported to the Australian Attorney-General's Department and published on the Company's website

and in the online modern slavery statements register controlled by the Australian Government

Securities Trading Policy

The Company's Securities Trading Policy applies to all Fletcher Building personnel and their related persons. The Policy also applies to any Fletcher Building secondee, adviser or contractor who is in possession of material information that is not available to the market and who intends to trade, or advise or encourage others to trade, in listed securities of Fletcher Building or any of its subsidiaries.

In addition to the prohibition on insider trading, certain individuals within Fletcher Building, including all directors and senior executives ("**restricted persons**"), must not trade in Company securities during specified "blackout" periods, which occur twice per year before the release of the half and full year results (and can occur in other special circumstances). Restricted persons must obtain the written consent of the Company Secretary before trading in Fletcher Building's listed securities (which must occur outside of the blackout periods).

Principle 2 - Board Composition and Performance

To ensure an effective board, there should be a balance of independence, skills, knowledge, experience and perspectives.

Board's roles and responsibilities

The role of the Board is to provide overall strategic guidance and effective oversight of management for the purposes of protecting and enhancing the value of Fletcher Building assets in the best interests of the Company. The Board has statutory responsibility for the affairs and activities of the Company, which in practice is achieved through delegation to the CEO who is charged with the day-to-day leadership and management of the Company. The Board's roles and responsibilities are formalised in a Board Charter, which is available on the Company's website. The Board Charter sets out those functions that are delegated to management and those that are reserved for the Board.

Nomination and appointment of directors

Procedures for the appointment and removal of directors are governed by the Company's constitution. The Nominations Committee makes recommendations to the

Board in respect of Board and committee composition and, when required, identifies individuals it considers to be qualified to become Board members.

Before a person is appointed to the Board, checks as to the person's character, experience, education, criminal record and bankruptcy history are conducted. Each director receives a letter formalising their appointment. That letter outlines the key terms and conditions of the appointment, including Fletcher Building's expectations of the role of director, and is required to be countersigned confirming agreement.

Director independence

The Company acknowledges the importance of having independent directors who have an appropriate balance of skills to optimise the performance of the Company. The qualifications and experience of each of the directors, including length of service, are set out on the Company's website.

At least a majority of the Board must be 'independent' under the NZX Listing Rules and the NZX Code. In summary 'independence' means that the director is not an employee and does not have any direct or indirect position, association or relationship that could reasonably influence, or could reasonably be perceived to influence, in a material way, the director's capacity to:

- bring an independent view as to decisions in relation to Fletcher Building;
- act in the best interests of Fletcher Building; or
- represent the interests of Fletcher Building's financial product holders generally,

having regard to the factors described in the NZX Code that may impact on director independence, if applicable.

Directors must immediately disclose to the Company a change in the status of their independence.

The roles of Chair and CEO are exercised by different persons. The Chair is appointed by the Board. The Chair is an independent director and is not the CEO. In addition, the Chair of the Audit and Risk Committee is not the Chair of the Board and, pursuant to its charter, all members of this Committee are non-executive and independent directors.

Board skills matrix

The Board has prepared a skills matrix showing the skills held by the Board, which can be accessed on the Company's website.

Inclusion and diversity

Fletcher Building's Inclusion and Diversity Policy is available on the Company's website. The People and Remuneration Committee annually reviews progress against inclusion and diversity initiatives developed by the Company to deliver outcomes against the Policy.

As at the date of this Corporate Governance Statement, the Board meets the objective specified in the NZX Code to have not less than 30% of its directors being male and not less than 30% of its directors being female.

Director induction and development

The Board conducts induction and continuing development for Directors, which includes visits to Company operations and briefings from key executives and industry experts. Directors conducted site visits to observe first-hand the safety and other management practices and business responses to issues.

Board performance

Reviews of the performance of the Board and individual Directors are carried out to assist the Board as a whole and individual Directors to perform to a high standard. Comprehensive reviews of its performance and processes were conducted in 2019, 2021, 2023 and 2024. The next review is scheduled for 2026.

Indemnity and Insurance

In accordance with section 162 of the Companies Act and the Company's constitution, and to the extent permitted by law, the Company has indemnified and arranged insurance for all current and former directors and executive officers of the Company and its subsidiary companies. The indemnity and insurance protect the directors and executive officers against liabilities that arise when they carry out their normal duties. The indemnity and insurance do not apply to liabilities which arise from criminal action.

Principle 3 - Board Committees

The board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility.

In accordance with the Board Charter, committees have been set up to enhance the

Board's effectiveness in key areas, while still retaining overall Board responsibility.

As at the date of this Corporate Governance Statement, the standing Board committees were:

- Audit and Risk Committee (ARC)
- Disclosure Committee
- Nominations Committee
- People and Remuneration Committee
- Safety, Health, Environment and Sustainability Committee (**SHES**)

Each committee is governed by a charter setting out its roles and responsibilities, a copy of which is available on the Company's website. Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so. Employees attend committee meetings at the invitation of the particular committee. Additionally, the Board may create ad-hoc committees to examine specific issues on its behalf.

Committee	Roles and Responsibilities	Current members ⁽¹⁾
Audit and Risk Committee	The role of the ARC is to advise and assist the Board in discharging its responsibilities with respect to external financial reporting, internal control environment, internal audit and external audit functions and risk management practices.	Sandra Dodds (Chair) James Miller Cathy Quinn
Disclosure Committee	The principal role of the Committee is to oversee compliance with the Company's Disclosure Policy, Securities Trading Policy and Shareholder Communications Policy; monitor the processes that are in place for the identification and release of material information; review information to determine materiality and whether it requires reference to the Board; determine whether a trading halt is necessary; and approve certain announcements in accordance with the Disclosure Policy in circumstances where it is impractical to obtain timely Board approval.	Cathy Quinn (Chair) Peter Crowley Sandra Dodds James Miller
Nominations Committee	The Committee oversees all matters relevant to the composition of the Board and its committees (including renewal, succession, independence, and diversity), Board performance, and professional development for directors.	Peter Crowley (Chair) Jacqui Coombes James Miller

Committee	Roles and Responsibilities	Current members(1)
People and Remuneration Committee	The principal role of the Committee is to oversee and regulate compensation and organisation matters affecting the Company, including remuneration and benefits, people-related policies (including diversity), performance and remuneration of the Company's senior executives and management development, and succession planning of the CEO and their direct reports.	Jacqui Coombes (Chair) Tony Dragicevich
Safety, Health, Environment and Sustainability Committee	The principal role of the Committee is to support and advise the Board on strategies related to safety, health, environment, and sustainability; oversee management of risks, opportunities and impacts, review applicable governance framework and management systems; monitor performance of related targets and commitments; incorporate appropriate metrics into operating frameworks and reporting.	Cathy Quinn (Chair) Sandra Dodds Tony Dragicevich

⁽¹⁾ Current as at the date of this Corporate Governance Statement – see the Company's website for any changes.

Takeover protocols

The Board has established detailed protocols that set out the procedure to be followed if there were a takeover offer for the Company, including any communication between Company insiders and the bidder.

Principle 4 - Reporting and Disclosure

The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.

Continuous Disclosure

Fletcher Building is committed to providing all investors with timely access to full and accurate material information about the Company. Directors formally consider at each Board meeting whether there is relevant material information which should be disclosed to the market

The Company's Disclosure Policy sets out the internal processes designed to enable the Company to comply with its disclosure obligations. The Board has adopted this

Policy, which applies to all members of the Board and executive, all employees of Fletcher Building and its affiliated entities, as well as consultants, contractors and other service providers. The Disclosure Policy is available on the Company's website.

The Disclosure Committee plays an important governance role in relation to the Company's commitment to the provision of timely access to full and accurate information about the Company.

Disclosure of policies and charters

Fletcher Building's key governance documents (including the Code of Conduct, key corporate policies and Board and committee charters) are available on the Company's website

Non-financial reporting

The Board has approved an overarching Sustainability Policy and a sustainability strategy for the business.

That strategy was developed by evaluating non-financial environmental, social and governance issues that are material to the business. It includes non-financial goals and measures for the business. The strategy and progress measures are published on the Company's website.

Progress against the strategy is reported to the Board committee responsible for the strategy area, as determined in each Board charter.

Annual progress against the non-financial measures in the sustainability strategy goals and measures are reviewed by management and by the relevant Board committee. This internal review covers matters including the methodology applied to calculate the measure (with reference to external benchmarks, frameworks and global standards if relevant); the coverage of the measure; the completeness of the measure; any key assumptions in relation to the measure; the comparability of the measure to historic reporting; the materiality of the measure; and management's confidence that the measure and supporting information is materially correct.

Climate-related reporting

The Company's annual Climate Statements in relation to climate-related risks (prepared in accordance with Part 7A of the Financial Markets Conduct Act 2013) is

available on the Company's website https://fletcherbuilding.com/sustainability/sustainability-reports-publications-and-policies.

Principle 5 - Remuneration

The remuneration of directors and executives should be transparent, fair and reasonable

Fletcher Building's remuneration strategy is designed to attract, retain and motivate high calibre people at all levels of the organisation with remuneration programmes that are market-competitive, flexible and affordable. The Company's frameworks provide incentives to drive for both annual and long-term results, and to maximise shareholder value

The Company's practices for setting remuneration are detailed in its Remuneration Policy. The Policy is governed by the People and Remuneration Committee in line with its charter, which is available on the Company's website. The Company's Remuneration Report explains the remuneration arrangements in place for the Managing Director and CEO, including the base salary, short-term incentives and long-term incentives and the performance criteria used to determine performance-based payments.

Principle 6 - Risk Management

Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.

Fletcher Building's risk management framework is aligned with ISO31000: 2018 Risk Management – Principles and Guidelines. The purpose of the risk management framework is to identify, assess, control, monitor and report the key risks Fletcher Building faces so that the Company can achieve its objectives and protect its staff, customers and reputation. The framework provides a consistent structure for risk management and is aligned with the Company's strategy.

The Company's risk management framework is based on the three lines of defence model, as shown in Figure 1 below. Responsibility for operational risk management sits with the managers in the individual business units and the divisional chief executives.

The Company's risk management and assurance processes support this through its functions and are ultimately overseen by the Board and the executive leadership team. A dedicated internal audit team takes a risk-based approach to auditing key business activities and reports directly to the Audit and Risk Committee (ARC).

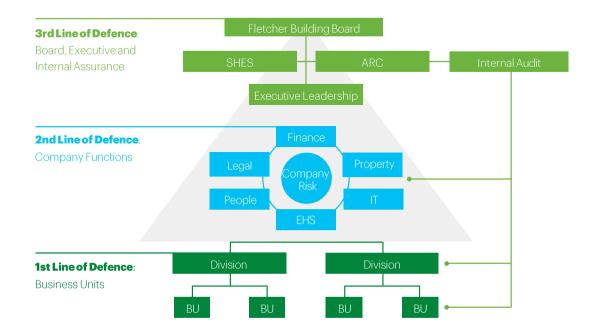


Figure 1

As part of its risk management responsibility, the Audit and Risk Committee receives regular reports of the existing and emerging key risks, progress on the closure of recommendations that are generated through the risk engineering programme, current and target risk ratings as well as controls to mitigate or manage risks. This includes key risks, uncertainties and judgements on key projects as disclosed in the Company's financial statements. The Safety, Health, Environment and Sustainability Committee and the People and Remuneration Committee also periodically receive risk updates related to matters specifically covered by the relevant Board charters.

Kev risks

The Fletcher Building risk management framework is focused on ten key commercial (non-health and safety) risks that the Company faces across its business. However these risks are dynamic and new risks and uncertainties may materialise in the future due to changes in economic conditions, regulatory environment and other factors. The ten key risks as at the date of this Corporate Governance Statement are

Description	How this risk may impact Fletcher Building	How this risk is managed at Fletcher Building
Business resilience		
A disruption to business processes, particularly the loss of key assets, may lead to an inability to undertake the activities of a business unit or the Company.	A disruption event at a key site could lead to an extended operational interruption, which may negatively impact the financial performance of a business unit and, ultimately, the Company.	Business units have business continuity plans in place that address the identifie operational continuity risks. The focus is on continuous improvement to strengthen these plans in respect of various risks including natural events and, in particular, flooding. Regular monitoring of the risk environment occurs to confirm that key risks are appropriately covered by insurance, where practical and costeffective. An established independent risk engineering review programme is in place for our key sites. The business regularly carries out scenario analysis for physical climate change risk. Short, medium, and long-term risks associated with climate change and resource availability are reviewed at divisional and Company level to assess resilience and the risk horizon.

Description	impact Fle

How this risk may etcher Building Building

How this risk is managed at Fletcher

Economic and construction downturn

The building and construction industry in Company to identify which the Company operates is fundamentally cyclical and is impacted by the macroeconomic conditions within both the New Zealand and Australian economies.

The failure by the early and respond to impact financial results and cause sub-optimal business performance by business units and the Company.

Senior leadership teams of business units and divisions monitor their key markets and are supported by the cyclical downturns may. Corporate centre with in-depth market. analysis

> Regular operational reviews are undertaken with businesses units and divisions as well as the Board undertaking divisional deep dives.

Regulatory and legal

With the Company operating in a number of different business sectors various regulatory and countries, it is subject requirements may lead to a wide range of regulatory requirements and jurisdictions. These regulations and iurisdictions can be complex, subject to change and may affect the Company's operations.

Failure to adhere to or to the imposition of penalties, operational disruption and/or reputational damage.

The Company has developed a broad adapt to changes in, the range of policies that address the regulatory and legal risks that are faced by the businesses. A number of these policies are located on the Company's website.

> The Company periodically reviews emerging regulation and emerging international standards and frameworks to identify potential future regulatory changes.

Product quality

manufactures as well as sources from third parties and/or purchased that a range of structures and do not meet relevant building products that are international or local required to meet local and international standards and regulations.

manufactured, supplied standards and regulations may lead to product recalls. remediation costs and/or financial penalties.

The Company constructs. Products and structures Product quality control systems and processes exist within business units to manage this risk.

> Supplier vetting and reviews are undertaken by both business units. and, where appropriate, by third parties.

External experts provide independent product quality review (PQR) audits on business units' manufacturing and product quality control processes.

Description	How this risk may impact Fletcher Building	How this risk is managed at Fletcher Building	Description	How this risk may impact Fletcher Building	How this risk is managed at Fletcher Building
Supply chain			Environment		
Disruption to business unit operations through the ineffective coordination and control of the organisational supply chain. The Company's supply chain may face a variety of challenges such as pandemics, logistical and public infrastructure constraints or disruption to key suppliers.	Disruption to business unit or Company operations through ineffective coordination and control of the organisational supply chain may result in operational disruption, penalties and reputational damage.	Business units have business continuity plans in place that look to address the identified supply chain issues. Where possible, business units look to establish contingent supply agreements across material/product suppliers and logistical providers.	Business unit operations may cause environmenta damage through the failure to comply with applicable environmental laws, resource consents and regulations. Additionally, execution of strategic sustainability initiatives is required for the Company to achieve its purpose of 'improving the world around us' in	resource consents and regulations may result in imposition of penalties and reputational damage. Failure to meet the Company's sustainability objectives may result in decreased demand from customers for the	
People	TI 6 11		relation to its sustainability goals.	Company's building materials.	accompanying progress measures.
Company to attract, retain and engage its people (including engagement with collective representation) negatively impacting business units or the Company. Company. and retain talented staff can have a negative impact on the functioning of a business unit and the company. Business units and the Company benefit from the development and cause operational disruption. within the Company supports the business by providing advice, tool processes and policies to drive employee, team and business performance. Business units and the Company benefit from the development and central Organisational Development team. FBuSay, the Company-wide employee, team and business performance. Business units and the Company benefit from the development and central Organisational Development team.			Technology resilience		
	employee, team and business performance. Business units and the Company benefit from the development and learning activities provided by the central Organisational Development team. FBuSay, the Company-wide employee engagement survey, provides valuable	Fletcher Building is dependent on information technology systems to maintain its operations. Failure to provide reliable, resilient, adaptable and efficient technology infrastructure may impact the operations of the business units or the Company. The Company is also exposed to threats by	reliable, resilient, adaptable, and efficient technology infrastructure may cause operational disruption and/or reputational damage to business units or the Company. Failure to safeguard personal information or confidential information may result in the imposition of penalties and reputational	Continued capital expenditure investment in technology systems across the Company to support operations. A dedicated team to address the constantly evolving cybersecurity threats that the Company faces. Company-wide education and awareness training, including the Board, in relation to cyber-threats and cyber breach preparedness. International experts and partners are used to enhance cyber resiliency. Proactively undertaking disaster recovery planning for systems and infrastructure.	

Description	How this risk may impact Fletcher Building	How this risk is managed at Fletcher Building
Contractual		
The Company has a diverse portfolio of business units and the execution of onerous contract(s) by any one of the business units may result in the Company being liable for liabilities or performance under contracts that are commercially adverse.	The execution of onerous contracts may have the potential to negatively impact financial performance or the reputation of a business unit or the Company.	The Company has established delegated financial authorities that business units and the Company must adhere to. The Company has developed Golden Rules which govern the way it contracts with external parties.
Corporate reputation	and social licence to ope	rate

The Company appreciates the privileged position it has strong corporate and in the communities in which it operates and the social responsibility that it has to a wide range of stakeholders. In a diverse and everchanging economic and social environment. the Company needs to consider whether its operations continue to address the interests of all its key stakeholders.

The failure to act in a way that supports a social reputation for the and project. Company with its key stakeholders (government, investors, customers and communities) may result in adverse commercial. reputational or regulatory outcomes leading to negatively impacting the financial performance of a business unit or the

Engagement with the communities and working with stakeholders takes different forms for each business unit

Risk capture and reporting

The risk and uncertainties that are faced by the individual business units are captured in the Company-wide risk management tool, RADAR. The information captured in RADAR enables risk management information captured at the business unit level to be disseminated across the organisation.

The Company undertakes operational risk reporting through business unit operational reviews. This allows the Company to see how business units are making decisions in assessing risks and implementing their business strategies. It also assists the Company in understanding how different risks affect different parts of the business.

In addition to the risks captured in RADAR, specific updates on Company level impacts. such as risks associated with regulatory change, climate change and modern slavery. are reviewed annually and reported to the Board or to the relevant Board Committee.

Health and safety

At Fletcher Building, the Company value Protect is its commitment to fostering a robust safety culture across its operations. By integrating leadership, culture, and critical risk management. Protect provides Eletcher Building businesses with a proven approach to transforming the culture, reducing injuries, and applying best practices alobally.

The Company's Protect Environment, Health, and Safety (EHS) Policy underscores its dedication to safeguarding its people and the environment from harm. This Policy is overseen by the Safety, Health, Environment, and Sustainability Committee, in accordance with its Charter, which is available on the Company's website.

The Protect EHS Strategy and Governance Framework equips Fletcher Building business units with the tools needed to manage safety and environmental risks. This framework also provides the Board and Executive with the oversight necessary to drive and support ongoing improvements, aligning with global best practices for managing health and safety (ISO 45001) and environmental (ISO 14001) risks.

Principle 7 - Auditors

The Board should ensure the quality and independence of the external audit process.

The Audit and Risk Committee performs an annual performance assessment of the external auditor to ensure ongoing quality and effectiveness. EY is the external auditor.

The NZX Listing Rules require rotation of the lead audit partner at least every five years and this requirement is reflected in the Company's Auditor Independence Policy, available on the Company's website.

Company.

In addition, the Policy covers the provision of non-audit services by the Company's auditor. The other work performed by the external auditor beyond the statutory audit must be pre-approved in accordance with the Policy and is not considered to compromise independence if the services do not constitute material sums of money or relate to strategic matters affecting the Company.

Representatives from the auditors attend the Company's Annual Shareholders' Meeting, where they are available to answer questions from shareholders relevant to the audit.

Internal audit

Fletcher Building has an internal audit function, which evaluates and improves the effectiveness of key risk management, control and governance processes. Internal audit develops an annual internal audit plan for approval by the Audit and Risk Committee and is accountable for its implementation. To provide for the independence of the internal audit function, internal audit reports functionally to the Audit and Risk Committee and administratively to the Chief Financial Officer.

Principle 8 - Shareholder Rights and Relations

The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.

Communicating with shareholders

The Company's website contains information about Fletcher Building's financial performance, operational activities, corporate governance and other information of relevance to investors and stakeholders, including this Corporate Governance Statement, the annual Remuneration Report and Climate Statement.

The Company's website also includes detailed information on Fletcher Building's ESG (environmental, social and governance) measures which allows stakeholders to monitor the Company's performance and to identify and access the processes, measures, initiatives and certifications that underpin its commitment in these areas.

The core requirements on communicating with shareholders are formalised in a Shareholder Communications Policy which is available on the Company's website.

The Company operates an investor relations programme, which includes scheduled

interactions with investors, analysts and other market commentators. Presentations are disclosed on the Company's website and the NZX and ASX announcement platforms.

Shareholder meetings with the Chair and other directors are facilitated throughout the year. The CEO, Chief Financial Officer and, at times, operational executives, present via an analysts' and investors' conference call after the release of the half year and full year results and answer questions raised by analysts and investors.

Flectronic communications

Shareholders have the option to receive communications from, and send communications to, Fletcher Building in electronic form. Shareholders are actively encouraged to take up this option.

Shareholder voting

Major decisions that may change the nature of Fletcher Building are presented as resolutions at shareholder meetings and voted on by shareholders.

Annual shareholders' meeting

All shareholders are entitled to attend the Company's Annual Shareholders' Meeting, either in person or by a representative. Formal resolutions at the Annual Shareholders' Meeting are by way of a poll, where each shareholder has one vote per share. Fletcher Building encourages shareholders to ask questions in advance of the Meeting, to encourage further engagement with the Company and provide management with a view of the concerns of the Company's shareholders. The notice of meeting is sent to shareholders and is published on the Company's website at least 20 working days prior to the meeting.