

DISCLOSURE COMMITTEE CHARTER

PURPOSE

This Charter sets out the authority, role and responsibilities, composition, and operation of the Disclosure Committee ('Committee'). The purpose of the Committee is to support the Board in overseeing Fletcher Building's compliance with its continuous disclosure obligations.

Responsibilities

The responsibilities of the Committee are to:

- (a) oversee compliance with the Company's Disclosure Policy, Securities Trading Policy and Shareholder Communications Policy and review and recommend to the Board any changes to such Policies;
- (b) ensure that adequate processes and controls are in place for the identification of Material Information and the release of Material Information when required;
- (c) review information and determine whether it is or may be Material Information which must be disclosed and, if so, whether the decision to disclose should be referred to the Board;
- (d) determine whether it is necessary to request a trading halt while Fletcher Building assesses relevant information;
- (e) approve announcements under and in accordance with the Company's Disclosure Policy in circumstances where it is impractical to obtain timely Board approval; and
- (f) overseeing compliance with relevant continuous and periodic disclosure requirements.

COMPOSITION

The Chair of the Committee and its members will be appointed by the Board provided that the Committee must at all times comprise:

- (a) the Chair of the Board;
- (b) the Chair of the Audit and Risk Committee; and
- (c) at least one other Director.

The Committee will be supported by:

- (d) the Chief Executive Officer;
- (e) the Chief Financial Officer; and
- (f) the Group General Counsel,

(each a 'Committee Executive').

All Committee members and Committee Executives will be invited to each Committee meeting. A quorum shall be either: (a) two Committee members and one Committee Executive; or (b) one Committee member and two Committee Executives. If the Board-appointed Chair is unable to attend a Committee meeting, the chair is the Committee member appointed for that purpose at the start of the meeting.

PROCEDURES

The Committee will meet as required. Minutes of meetings will be prepared and distributed to the Committee members after each meeting. A summary of Committee decisions will be provided to the Board as part of the regular Board-reporting materials for each reporting period. Committee meeting minutes will be available to all Directors.

A resolution in writing, signed or assented to by a quorum of the Committee is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents (including electronic means of communication) in like form, each signed or assented to by one or more Directors (whose assent may be given by electronic communication, including email). A copy of any such resolution (including the electronic communications/email(s)) will be entered in or kept with the records of the Committee's proceedings.

MATTERS RESERVED FOR BOARD CONSIDERATION

Board approval is required in respect of disclosure matters that are within the reserved powers of the Board (and responsibility for which has not been delegated to management, the Committee or another Board committee) or matters that are otherwise of fundamental or strategic significance to the Company. Such matters include:

- (a) half year and full year financial results;
- (b) earnings guidance;
- (c) adoption of any change to the dividend policy or declarations or determinations of dividends;
- (d) significant transactions, events, or corporate actions;
- (e) resignations and appointments of Directors and the CEO; and
- (f) any other matter determined by the Disclosure Committee to be of fundamental or strategic significance to the Company.

ASSISTANCE AND EXTERNAL ADVICE

The Committee will have access to adequate internal and external resources, including seeking advice or assistance from external advisors or specialists it considers necessary or appropriate to fulfil its role.

APPROVAL AND REVIEW OF CHARTER

The Committee Charter must be approved by the full Board.

The Committee Charter will be reviewed by the Committee and the Board every three years.

Approved by the Board - March 2025

Projected next review – March 2028