

## DISCLOSURE POLICY

It's important that current and potential investors have equal access to timely, accurate and complete information about Fletcher Building's activities which may reasonably affect our share price. We also have to comply with the disclosure requirements of the NZX and ASX on which our shares are listed.

This Policy uses defined terms which are important to understand. Their meaning is set out in the attached [Policy Guidance Note](#).

### POLICY DETAIL

It is our policy that:

#### **Policy Position 1: Material Information**

Fletcher Building will release Material Information to the NZX and ASX promptly and without delay in compliance with our market obligations and before disclosing it to the public, any other stock exchange, or any other party. Some exceptions apply and are set out in the Guidance Note.

#### **Policy Position 2: Your disclosure obligations**

As soon as You become aware of Information that is potentially Material Information, You must disclose it immediately to your Senior Manager or a Disclosure Officer.

You must not make any unauthorised disclosure of Information about Fletcher Building and its Financial Products and customers.

#### **Policy Position 3: Authorised disclosures**

Only the Board, the Disclosure Committee, a Disclosure Officer, or a Nominated Spokesperson (as applicable and in accordance with the procedures set out in the Guidance Note) is authorised to:

- (a) file disclosures with a stock exchange;
- (b) make any announcement or media release;
- (c) comment or respond to rumours or market speculation;
- (d) communicate with analysts or investors;
- (e) discuss unreported or prospective financial results or performance,

concerning Fletcher Building and its Financial Products.

No other person may speak for or on behalf of Fletcher Building to the media or any third party in relation to Material Information or otherwise.

#### **Policy Position 4: Trading halt**

To facilitate an orderly, fair, and informed market for its Financial Products, it may be necessary for Fletcher Building to request a trading halt from a stock exchange.

#### **Policy Position 5: False market**

Fletcher Building will generally not respond to rumours or market speculation.

However, Fletcher Building will monitor media and other publicly available information sources, and take such other steps as it considers necessary, including authorising the release of statements, to prevent the development of a false market for its Financial Products.

## GENERAL

### Consequences of breach

Strict compliance with this Policy is a condition of employment or other engagement with Fletcher Building. Breaches of it may constitute misconduct or serious misconduct and You may also be subject to disciplinary action, which can include termination. Failure to comply with this Policy may also lead to a breach of applicable legislation, stock exchange listing rules or other regulations.

### Reporting

Breaches of this Policy, by You or any other Fletcher Building Person, should be reported to the Group General Counsel. Alternatively, Fletcher Building has a free phone and online service (['FBuCall'](#)) that You can use.

## DISCLOSURE POLICY - GUIDANCE NOTE

This Guidance Note accompanies the Disclosure Policy ('Policy') and is intended to provide assistance in understanding what the Policy means and how to comply with it.

### KEY TERMS

The Policy and this Guidance Note contain a number of defined terms, the meanings of which are as follows:

**Board** means the board of directors of Fletcher Building Limited.

**Disclosure Officers** are Fletcher Building's Group General Counsel and the Company Secretary.

**Financial Products** include Fletcher Building shares, capital notes, or other securities and any derivatives issued or created over or in respect of any of them.

**Fletcher Building** means Fletcher Building Limited and any of its subsidiaries, including Fletcher Building Industries Limited.

**Fletcher Building Person or You means:**

- (a) Fletcher Building directors, employees, contractors, secondees, consultants and advisers; and
- (b) Related Persons of any of the above.

**Generally Available** in relation to Information means either:

- (a) it has been released as a stock exchange announcement, and a reasonable period of time has elapsed for the information to be disseminated among investors that commonly invest in the relevant Financial Products; or
- (b) it is otherwise readily available to those who commonly invest in Financial Products, whether by observation, use of expertise, purchase, or other means.

**Information** includes rumour, supposition, intention (or likely intention) of a person (including Fletcher Building), and information which is insufficiently definite to warrant disclosure to the public.

**Material Information** means Information that:

- (a) is not Generally Available; and
- (b) a reasonable person would expect, if it were Generally Available, would have a material effect on the price or value of Financial Products.

While there can be no definitive list of the type of information that is material, some examples are included in NZX's Guidance Note on Continuous Disclosure.

**Nominated Spokespersons** are Fletcher Building's:

- (a) Board Chairman (or Chair of the Audit & Risk Committee in the Chairman's absence);
- (b) Chair of the Board's Remuneration Committee;
- (c) Chief Executive Officer;
- (d) Chief Financial Officer;
- (e) Head of Investor Relations; and
- (f) Head of Communications.

**Related Person** means any trust, associate, related party, spouse, and closely held company or other entity that You have the ability to influence or control.

**Senior Manager** means a Fletcher Building Person who is not a director but occupies a position that allows that person to exercise significant influence over the management or administration of Fletcher Building and includes all members of Fletcher Building's Executive Committee.

## GUIDANCE

### 1. Explanation of Policy Position 1: Material Information

Fletcher Building will release Material Information concerning it and its Financial Products to the NZX and ASX promptly and without delay upon becoming aware of that information, unless an exception to those disclosure obligations apply and Fletcher Building chooses not to disclose, in reliance on that exception.

Material Information must not be released to any third party, until it has been disclosed to the NZX and the ASX, or unless an exception to the disclosure obligation applies and that third party is bound by confidentiality obligations.

The NZX Listing Rules set out the following as circumstances when Material Information need not be disclosed:

(a) One or more of the following apply:

- The release of the information would be a breach of the law;
- The information concerns an incomplete proposal or negotiation;
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- The information is generated for internal management purposes; or
- The information is a trade secret; and

(b) The information is confidential, and its confidentiality is maintained; and

(c) A reasonable person would not expect the information to be disclosed.

If You have any doubt about whether something needs to be disclosed, contact your Senior Manager or a Disclosure Officer.

### 2. Explanation of Policy Position 2: Your disclosure obligations

#### **Awareness**

Fletcher Building is deemed to be “aware” of Information if, and as soon as, a director or a Senior Manager has or ought reasonably to have, come into possession of the Information in the course of the performance of their duties.

If You become aware of any Information that could be Material Information, You must disclose it immediately to your Senior Manager or a Disclosure Officer. If You have any doubt about whether something needs to be disclosed, contact your Senior Manager or a Disclosure Officer.

Never pass Material Information onto others, even within your own team or business, unless You know it is Generally Available or You have express approval from your Senior Manager.

It does not matter how You come to know the Material Information, including whether You learn of it in the course of carrying out your responsibilities, or hear it in passing in the corridor or at a social function.

#### **Confidentiality**

Where confidential Information is to be provided to a third party, You must ensure that measures are in place to maintain the confidentiality of that Information, eg a confidentiality agreement.

The number of people with access to confidential Information (or potentially Material Information) should be limited to the minimum. Consideration should be given as to how to limit access to only those people who need the Information to undertake their business role.

### 3. Explanation of Policy Position 3: Authorised disclosures

#### **Disclosure Committee**

Fletcher Building has established a Disclosure Committee to oversee compliance with this Policy and ensure announcements are communicated in accordance with it.

Fletcher Building's Disclosure Committee has responsibility for:

- (a) ensuring that adequate processes and controls are in place for the identification of Material Information and the release of Material Information when required;
- (b) reviewing Information and determining whether it is Material Information which must be disclosed and, if so, whether the decision to disclose should be referred to the Board;
- (c) determining whether it is necessary to request a trading halt while Fletcher Building assesses relevant information; and
- (d) overseeing compliance with relevant continuous and periodic disclosure requirements.

The members of the Disclosure Committee are the Chair of the Board, the Chair of the Audit and Risk Committee, an additional Board Member (as nominated by the Chair), the Chief Executive Officer, the Chief Financial Officer, and the Group General Counsel.

The Committee shall meet when necessary to ensure that all disclosure obligations are met in an accurate and timely manner.

At least two Committee members must attend a meeting for there to be a quorum, including one member of the Board. The chair of the Committee is the Chair of the Board. If the Chair is unable to attend a Committee meeting, the chair will be a director who is a Committee member and who is appointed for that purpose at the commencement of that meeting.

All decisions of the Disclosure Committee are to be documented, including where a matter is considered for disclosure and a decision is made not to disclose. In each case, the reason for each decision will be documented at the time by the Disclosure Committee and retained by the Company.

#### **Disclosure Officers**

The Company's Disclosure Officers are the Group General Counsel and the Company Secretary.

The Disclosure Officers are responsible for:

- (a) ensuring that announcements are communicated to relevant stock exchanges in accordance with applicable laws, listing rules and regulations;
- (b) administering the Policy;
- (c) communicating with NZX and ASX on listing rule matters;
- (d) educating directors, officers and employees on the Company's disclosure obligations and procedures, and raising awareness of the principles underlying disclosure;
- (e) ensuring the Policy is reviewed and updated periodically as necessary; and
- (f) maintaining an accurate record of all announcements sent to the NZX and ASX.

#### **Approval of stock exchange announcements**

##### **Board Approval**

Full 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) or matters that are otherwise of fundamental or strategic significance to the Company.

Such matters include:

- (a) financial results;
- (b) earnings guidance;

- (c) dividend policy or declarations or determinations;
- (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.

Decisions of the Board relating to the Company's disclosure obligations are to be documented in Board minutes.

Where an announcement is to be considered and approved by the Board, the Board shall be provided with all relevant information necessary to ensure that the Board is able to fully appreciate the matters dealt with in the announcement.

If:

- (a) an announcement would ordinarily be put to the Board for its consideration and approval prior to release; and
- (b) the announcement must be disclosed to the market in order for the Company to comply with its continuous disclosure obligations; and
- (c) it is impractical to obtain timely Board approval,

then the Disclosure Committee may approve the announcement for release.

#### Approval by Disclosure Officer

Stock exchange announcements that are of a routine administrative or compliance nature may be approved and released by a Disclosure Officer.

#### Other Approvals

All other stock exchange announcements must be approved by either the Disclosure Committee, Fletcher Building's Chief Executive Officer (or nominee) or Chief Financial Officer (or nominee).

#### **Stock exchange releases to be posted on website**

Investor presentations, market updates, media, news and other releases that are provided to stock exchanges will be posted on Fletcher Building's website as soon as practicable after they are released, and are to be maintained on the website for at least one year. Information provided to stock exchanges of an administrative or compliance nature does not need to be posted.

#### **Analyst and investor briefings**

Fletcher Building conducts analyst and investor briefings from time to time, recognising the importance of its relationships with investors (both retail and institutional) and analysts. Only Fletcher Building's Nominated Spokespersons are authorised to conduct those briefings, for which the following protocols will apply:

- (a) no Material Information will be disclosed at these briefings unless it has been previously released to the NZX and ASX;
- (b) if Material Information is inadvertently released it will promptly and without delay be released to the NZX and ASX and placed on Fletcher Building's website;
- (c) questions at briefings that deal with Material Information not previously disclosed will not be answered;
- (d) a member of the Disclosure Committee should be either present at, or briefed of discussions held during, investor or analyst briefings; and
- (e) Fletcher Building will not endorse, or be seen to endorse, analyst reports or the information they contain.

#### **Media communications**

From time to time Fletcher Building provides releases to news and other media organisations.

Only Fletcher Building's Nominated Spokespersons are authorised to communicate with the media. All media enquiries relating to Fletcher Building must be referred to the Head of Communications in the first instance.

#### **4. Explanation of Policy Position 4: Trading Halt**

Fletcher Building may need to request a trading halt to ensure there is not a false or disorderly market for trading in Fletcher Building Financial Products and to meet its continuous disclosure obligations.

Examples of when a trading halt may need to be requested include where:

- (a) confidential information about Fletcher Building is inadvertently disclosed to the market and further time is required to enable Fletcher Building to prepare an appropriate market response; or
- (b) Fletcher Building needs time to consider the likely impact on Fletcher Building of information of a material nature that has been released to the market by another party.

The Board will make all decisions relating to trading halts unless that's not practically available in the circumstances, in which case the Chief Executive Officer, in conjunction with the Disclosure Committee, has authority to make those decisions.

#### **5. Explanation of Policy Position 5: False Market**

NZX's Continuous Disclosure Guidance Note describes a false market as a market that is materially influenced by false or misleading rumours emanating from persons who give that information substantial credibility.

Fletcher Building will generally not respond to rumours or market speculation, however it may do so where:

- (a) it considers it has an obligation at that time to make a statement to the market about a particular matter;
- (b) it is required to make an announcement to prevent a "false market" in Fletcher Building's Financial Products; or
- (c) it receives a formal or informal request from a stock exchange for information.

The Board will make all decisions relating to correcting a false market unless that's not practically available in the circumstances, in which case the Chief Executive Officer, in conjunction with the Disclosure Committee, has authority to make those decisions.

#### **6. Where to Seek Further Help**

Discuss any questions You may have regarding the Policy and its application with your direct manager, or with Fletcher Building's Company Secretary.

**Printing the Policy and this Guidance Note:** All our official policies are updated electronically and available on Matrix so before relying on a printed copy please check You have the latest version.

**Next policy review:** December 2025