

PEOPLE AND REMUNERATION COMMITTEE CHARTER

PURPOSE

This Charter sets out the authority, role and responsibilities, composition, and operation of the People and Remuneration Committee (the Committee) for Fletcher Building Limited (Fletcher Building).

AUTHORITY

The Board, through the constitution and its charter, has delegated authority to the Committee to oversee Fletcher Building's strategies, policies and practices for executive remuneration, culture, diversity and inclusion, Chief Executive Officer and executive succession planning, and other people related matters.

The Committee has the authority to decide on all matters within the scope of its role and responsibilities, other than other matters reserved for the Board.

ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The role of the Committee is to:

- (a) support and advise the Board on Fletcher Building's people related policies;
- (b) make recommendations to the Board on Fletcher Building's remuneration strategy and policy and specific remuneration targets and outcomes for the Chief Executive Officer and Executive Leadership Team;
- (c) approve remuneration and people related matters, in accordance with its delegated authority from the Board; and
- (d) approve public disclosures related to its role and responsibilities, except those required to be approved by the Board.

In addition to the general matters listed above, the Committee is responsible for:

1. Remuneration

- overseeing Fletcher Building's remuneration strategies, policies, and practices so that they are effective and aligned with Fletcher Building's vision, purpose, values, and strategic objectives;
- recommending to the Board the remuneration for the Chief Executive Officer and the Executive Leadership Team, taking into consideration financial and non-financial outcomes and risks;
- defining materiality hurdles at which management must make recommendations to (and seek approval from) the Committee on proposed changes to remuneration and employee benefit policies;
- exercising any discretion held by the Board in relation to any employment agreement or incentive plan (within any limits delegated to it by the Board from time to time);
- recommending to the Board the allocation of securities under Fletcher Building's employee share plans and equity incentive plans, in accordance with its delegated authority from the Board; and
- recommending to the Board, policies regarding the minimum shareholding requirements for senior executives.

2. People and Culture

- overseeing Fletcher Building's development and succession planning programs for Fletcher

- Building's Chief Executive Officer and Executive Leadership Team;
- making recommendations to the Board on the appointment of Chief Executive Officer and Executive Leadership Team members and their employment and remuneration packages;
- overseeing Fletcher Building's recruitment, retention, termination and redundancy policies and practices;
- overseeing Fletcher Building's approach to diversity, inclusion and employee engagement, including approving measurable objectives for these, having regard to appropriate and meaningful benchmarks; and
- monitoring Fletcher Building's progress to achieving the above objectives, including being satisfied that they are consistent with Fletcher Building's vision, purpose, values and strategic objectives and support Fletcher Building to attract, develop, retain and motivate employees and to align their interest with that of shareholders.

3. Assurance and Learning

- monitoring breaches of the code of conduct by the Chief Executive Officer and executive leadership team and consequence management actions; and
- monitoring trends and developments related to remuneration, people and related matters and making recommendations to the Board regarding the management of them.

4. Other

- monitoring the effectiveness of any Fletcher Building policies that are delegated to the Committee to supervise, reviewing incidents of material breaches reported under them, and periodically reviewing and recommending any changes to them for approval by the Board;
- overseeing the preparation and verification of Fletcher Building's public disclosures on Committee related matters and responsibilities, including Fletcher Building's remuneration and diversity disclosures, and recommending them to the Board for approval and release;
- exercising such specific and express powers and discretions as delegated to the Committee by the Board from time to time; and
- performing any other activities consistent with this Charter, Fletcher Building's constitution and applicable laws, regulations or listing rules as the Committee or the Board deems necessary or appropriate.

COMPOSITION

The Committee is comprised solely of independent non-executive Directors, with no fewer than two members. The Chair of the Committee and its members shall be appointed by the Board.

The Committee should be of sufficient size and independence, and its members between them should have the necessary knowledge of remuneration and people matters and sufficient understanding of the industry in which Fletcher Building operates, to be able to discharge the Committee's role effectively.

A quorum shall be two members.

All Directors, who are not members, have a standing invitation to attend meetings of the Committee. The Committee may require any employee of Fletcher Building to attend meetings for the purpose of making presentations or participating in discussions. Executives will not participate in that portion of the meeting at which their own remuneration or its structure are under discussion.

The Secretary of the Committee will be the Company Secretary, or such other person as

nominated by the Board.

PROCEDURES

The Committee will meet as required but should meet at least three times each year.

An agenda will be prepared for each meeting and distributed in advance of the meeting in consultation with the Committee Chair.

Minutes of meetings will be prepared and will be circulated to the Committee Chair and then to the Committee and Board after each meeting.

The Committee Chair will report to the Board after each Committee meeting, including actions or decisions taken by the Committee, any recommendations on any specific decisions or actions the Board should consider, and other matters relevant to the Committee's role and responsibilities.

From time to time, matters considered by the Committee may be relevant to the workings of another Board committee. The Committee Chair and the Board Chair (with the assistance of the Company Secretary) will coordinate such cross- committee discussions and reporting.

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 if it considers this necessary or appropriate to fulfil its role.

In the first instance, the Chief People Officer or delegate will provide assistance and support to the Committee in relation to all Committee matters.

The Committee will from time to time establish protocols for the Committee to directly engage external remuneration advisors on matters pertaining to the remuneration of key management personnel. The advisors will be commissioned by the Chair of the Committee, and their advice will be provided directly to the Committee.

APPROVAL AND REVIEW OF CHARTER

The Committee Charter must be approved by the full Board.

The Committee Charter is available on Fletcher Building's website and is intended to be reviewed by the Committee every two years.

Approved by the Board September 2022