



Fletcher Building declares its offer unconditional

Auckland, 17 March 2011: Fletcher Building Limited ("Fletcher Building") today announced it has declared its offer for Crane Group Limited ("Crane") unconditional, after it waived the 90 per cent minimum acceptance condition together with all other outstanding conditions.

A change in control of Crane

Fletcher Building currently has an interest in 57 per cent of Crane shares.

Chief Executive Officer Jonathan Ling said, "We are pleased to declare our offer unconditional now that we have a majority interest in Crane, following strong support for the offer from both institutional and retail shareholders."

Fletcher Building intends to appoint a majority of Fletcher Building nominee directors to the Crane board as soon as practicable under the terms of the Takeover Bid Implementation Agreement. This includes the right to:

- immediately appoint two new directors (to replace existing directors) to Crane's board. The new appointees will be Mr David Worley and Mr Paul Zuckerman. Mr Worley is currently the Chief Executive of The Laminex Group, which is part of Fletcher Building's Laminates and Panels division, while Mr Zuckerman is the Chief Executive of Fletcher Building's Steel Division; and
- appoint a third director (who will also replace an existing director) once payment has been despatched to Crane shareholders who had accepted the offer as at 17 March 2011.

The Board of Fletcher Building urges you to ACCEPT the offer

Mr Ling said, "We strongly encourage all remaining shareholders to accept our attractive offer before it closes."

As the offer is unconditional, accepting shareholders will have payment despatched within 7 business days.¹

Crane shareholders who have not yet accepted the offer should note the following:

- Crane has set out in its Target's Statement a number of potential adverse consequences to being a minority shareholder in a company controlled by Fletcher Building;
- the Crane share price may fall once the offer closes, and Crane's shares are likely to become less liquid; and
- if Fletcher Building achieves the 90% compulsory acquisition threshold and the offer has closed, those shareholders will receive the offer consideration on an extended timeframe, compared to having the consideration despatched within 7 business days if they accept the offer.

¹ Payment will be despatched within 7 business days of the date the shareholder's valid acceptance is received. For Foreign Crane Shareholders, the cash consideration will be despatched within 7 business days, however, the share consideration will continue to be dealt with in accordance with the terms of the Bidder's Statement.

The offer has been unanimously recommended by Crane's Board of Directors², with all Directors having accepted the offer for the shares they own or control.

Crane's largest institutional shareholder, Tyndall Investments, has indicated it will accept the offer in relation to its holding on 28 March 2011.

The offer period closing date is currently 25 March 2011, although Fletcher Building intends to extend the offer closing date by 6 days to Thursday 31 March 2011 (unless further extended) to enable Tyndall to accept the offer for its 7.7 per cent holding.

Shareholders can accept the offer by returning their acceptance form or advising their controlling participant (usually their broker).

Shareholders requiring additional assistance should call the Offer Information Line on **1300 042 036** (toll free for calls made within Australia), **0800 505 529** (free call for calls made within New Zealand) or **+61 3 9938 4357** (for calls made outside Australia or New Zealand).

A copy of the notice under section 650F of the Corporations Act 2001 (Cth), which declares that the offer is freed from all defeating conditions is attached.

END

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² In the absence of a superior proposal.

Notice that offer freed from defeating conditions under Section 650F

TO: CRANE GROUP LIMITED (ACN 008 410 302) ("Crane")

AND TO: ASX Limited (ABN 98 008 624 691)

This is a notice given by Fletcher Building (Australia) Pty Limited (ACN 093 539 452) ("Fletcher Building Australia") in relation to the offers dated 12 January 2011 made under its off-market takeover bid for all of the ordinary shares in Crane ("Offer") pursuant to its bidder's statement dated 10 January 2011, as supplemented by its second supplementary bidder's statement dated 4 February 2011, its third supplementary bidder's statement dated 9 February 2011, its fourth supplementary bidder's statement dated 10 February 2011 and its fifth supplementary bidder's statement dated 7 March 2011 ("Bidder's Statement").

In accordance with section 650F of the Corporations Act 2001 (Cth), Fletcher Building Australia gives notice that:

- (a) Fletcher Building Australia has freed the Offer and any contract arising from the acceptance of the Offer from all conditions contained in section 12.8(a) of the Bidder's Statement; and
- (b) as at this date of this notice Fletcher Building Australia's voting power in Crane is 36.38%.

Signed for and on behalf of Fletcher Building (Australia) Pty Limited.



Ralph G Waters
Director

Dated: 17 March 2011