

# NOTICE OF ANNUAL SHAREHOLDERS' MEETING 2015

Notice is hereby given that the annual meeting of shareholders of Fletcher Building Limited will be held in the Auckland Room, Level 4, SKYCITY Auckland Convention Centre, 88 Federal Street, Auckland, New Zealand on **Tuesday 17 November 2015 commencing at 10.30 am**. Registration will take place in the Auckland Promenade, Level 4 from 10.00am.

This notice constitutes the notice of meeting for the 2015 annual shareholders' meeting of Fletcher Building Limited (ARBN 096 046 936) (Fletcher Building or the company). You are encouraged to carefully read this notice and the instructions on voting.

## CASTING YOUR VOTE

You may cast your vote in one of three ways:

**1**

### Personal attendance

If you wish you can attend the annual meeting and vote. Voting will be by way of a show of hands or poll, at the discretion of the chairman; or

**2**

### Postal vote

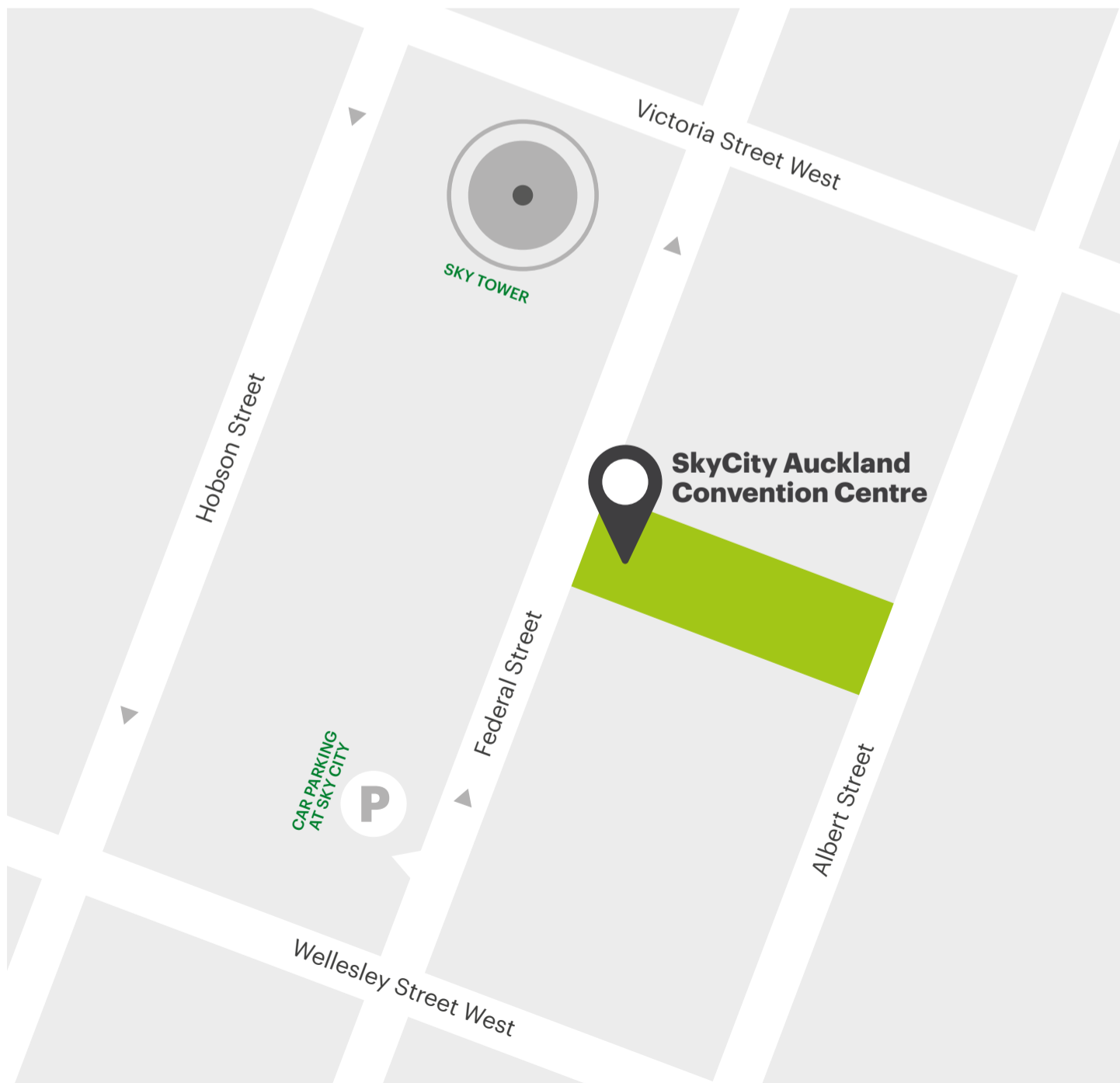
If you wish to make a postal vote, you should complete the Voting Form and return it to the share registrar by 10.30 am on 15 November 2015. If you are unable to attend the meeting, you are encouraged to lodge a postal vote. On a show of hands, each shareholder who has cast a postal vote is counted as if they are present at the meeting; or

**3**

### Appoint a proxy to vote

Alternatively, you may appoint a proxy to attend the meeting and vote on your behalf. To do this you should complete the Voting Form, including the proxy appointment and return it to the share registrar by 10.30 am on 15 November 2015.

**ONLINE VOTING:** Shareholders can lodge their postal vote or proxy appointment online at [www.investorvote.co.nz](http://www.investorvote.co.nz)



## IMPORTANT DATES 2015

All times are given in New Zealand time unless otherwise specified.

**5:00pm**

**13 Nov**

Record date for voting entitlements for the annual shareholders' meeting

**10:30am**

**15 Nov**

Latest time for receipt of postal votes and proxy appointments

**10:30am**

**17 Nov**

Annual shareholders' meeting

## VENUE CAR PARKING

The SKYCITY Auckland Convention Centre has car parking available. Entry to the car park is from Federal Street. Please validate your parking ticket at registration to obtain discounted parking.

The SKYCITY Auckland Convention Centre is well served by bus, train and ferry services. For full route, timetable and fare information call AT Public Transport Contact Centre on 09 366 6400 or 0800 10 30 80. For online information go to: [at.govt.nz/bus-train-ferry](http://at.govt.nz/bus-train-ferry)

## BUSINESS

### Ordinary resolutions

Shareholders will be asked to consider, and if thought appropriate, pass the following ordinary resolutions.

### Appointment of directors

1. That Steven Vamos be elected as a director of the company.
2. That John Judge be re-elected as a director of the company.
3. That Kathryn Spargo be re-elected as a director of the company.

### Auditor's remuneration

4. That the directors be authorised to fix the remuneration of EY as auditor for the ensuing year. Further details are contained in Explanatory note 2.



**STEVEN VAMOS**  
BE(HONS)

Independent Non-Executive Director  
Member of the Nominations Committee  
First appointed 6 July 2015

Steve Vamos has more than 30 years' experience in the information technology and online media industry. His previous executive roles include, Vice President, Worldwide Sales and International Operations for Microsoft Corporation Online Services Group, Chief Executive Officer of Microsoft Australia and New Zealand, Chief Executive Officer of ninemsn and senior executive roles at Apple and IBM. He is a Non-Executive Director of Telstra and Fletcher Building Industries and is a member of the Advisory Board of the University of Technology Sydney Business School.



**JOHN JUDGE**  
BCOM, FCA, MPP, FInstD

Independent Non-Executive Director  
Chairman of the Audit and Risk Committee  
and member of the Nominations Committee  
First appointed 9 June 2008

John Judge has considerable experience in Australasian business and brings financial and analytical knowledge to the board. His career includes various roles within Ernst & Young culminating in the position of chief executive of Ernst & Young New Zealand. He is chairman of ANZ Bank New Zealand and the Auckland Arts Festival Trust, a director of Fletcher Building Industries and The New Zealand Initiative and a member of the Otago Business School Board of Advisers.



**KATHRYN SPARGO**  
LLB(HONS), BA

Independent Non-Executive Director  
Chairman of the Safety, Health, Environment  
and Sustainability Committee and member  
of the Audit and Risk and Nominations  
Committees  
First appointed 1 March 2012

Kate Spargo has extensive business experience from advisory roles on strategic and governance issues following a career in legal practice in both the public and private sectors. She is the chairman of ASX listed company UGL and a director of Adairs, Sonic Healthcare, SMEC Holdings (Australia) and Fletcher Building Industries. She also serves as a director on a number of "not for profit" businesses. Kate is a Fellow of the Australian Institute of Company Directors.

## EXPLANATORY NOTES

### Explanatory note 1: Appointment of directors

Steve Vamos was appointed as a director of the Company by the Board from 6 July 2015. Pursuant to clause 28.3 of the constitution of the company and NZSX listing rule 3.3.6 and ASX listing rule 14.4, any director appointed by the board may only hold office until the next annual shareholders' meeting, at which point they are eligible for election. Accordingly, Steve Vamos is eligible and offers himself for election.

Pursuant to clause 28.5 of the constitution of the company and NZSX listing rule 3.3.11, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office at the annual meeting of the company each year. In addition, the listing rules of the ASX require each director to stand for re-election at least every three years.

Accordingly, John Judge and Kate Spargo, being those directors who have been longest

in office since they were last elected, retire by rotation. Each of them is eligible and offers themselves for re-election.

All directors standing for election or re-election do so with the full support of the board.

### Explanatory note 2: Auditor's remuneration

EY is the existing auditor of the company and has indicated its willingness to continue in office. Pursuant to section 200(1) of the

Companies Act 1993, EY is automatically reappointed at the annual meeting as auditor of the company. The proposed resolution is to authorise the directors to fix the auditor's remuneration for the following year for the purposes of section 197 of the Companies Act 1993.

The board unanimously recommends that shareholders vote in favour of Resolution 4.

## PROCEDURAL NOTES

### 1. Voting

Voting on all resolutions put before the meeting shall be by a show of hands or poll at the discretion of the chairman of the meeting. Shareholders can, and are encouraged to, exercise their right to vote by casting a postal vote if they cannot attend the meeting in person. Results of the voting will be notified on the New Zealand and Australian stock exchanges. Any other matters validly raised at the meeting for consideration by shareholders will, if required, be resolved by voting by poll or on a show of hands, as determined by the chairman.

### 2. Casting your vote

The Voting Form allows you to vote on the resolutions notified in the Notice of Meeting. You may cast your vote in one of three ways:

#### (a) Personal attendance

If you wish you can attend the annual meeting and vote. Voting will be by way of a show of hands or poll, at the discretion of the chairman. You should bring the Voting Form with you to the meeting; or

#### (b) Postal vote

If you wish to make a postal vote, you should complete the Voting Form and return it to the share registrar by 10.30 am on 15 November 2015. If you are unable to attend the meeting, you are encouraged to lodge a postal vote. On a show of hands, each shareholder who has cast a postal vote is counted as if they are present at the meeting; or

### (c) Appoint a proxy to vote

Alternatively, you may appoint a proxy to attend the meeting and vote on your behalf. To do this you should complete the Voting Form, including the proxy appointment and return it to the share registrar for receipt by 10:30 am on 15 November 2015. If you appoint a director as your proxy, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

All directed votes for, against or abstain on each resolution will be treated as a postal vote.

### 3. Online voting and proxy appointment

Shareholders can elect to lodge their postal vote or proxy appointment online on the website of the Company's share registry, [www.investorvote.co.nz](http://www.investorvote.co.nz). To vote online you will be required to enter your CSN/securityholder number and postcode/country of residence and the secure access control number that is located on the front of your voting form or follow the prompts in the email you received.

Alternatively, you can scan the QR code that appears on your voting form with your smartphone or tablet and follow the directions provided. To scan the code you need to have already downloaded a free QR code reader to your smartphone or tablet. When scanned, the QR code will take you directly to the mobile voting site.

### 4. General business

It is possible that matters not notified in the Notice of Meeting may be raised for consideration at the meeting. While these matters cannot by virtue of section 109 of the New Zealand Companies Act 1993 be binding on the company, you may wish to nominate a proxy to vote on matters so raised. To do so, mark the relevant box on

the Voting Form, and identify the proxy holder in the space provided. You may nominate the chairman or any other director as your proxy if you so wish. Unless a proxy holder is identified, and you have confirmed that you want that person to have the discretion to vote on any matter on your behalf, your Voting Form will be treated as an abstention on the matter.

### 5. Entitlement to vote

The persons who will be entitled to vote on the resolutions at this annual shareholders' meeting are those persons who will be the shareholders of the company at 5.00 pm on Friday, 13 November 2015.

### 6. Voting form updating

To assist shareholders wishing to exercise their voting rights at this annual shareholders' meeting, whether in person, by proxy or by post, the Voting Form and shareholder attendance card accompanying this Notice of Meeting have been personalised with individual shareholder details. The Voting Form shows your current shareholding. If, at 5.00pm on Friday, 13 November 2015 your shareholding is different from that shown on the Voting Form, your voting entitlement will be automatically updated in any poll at the meeting.

### 7. Appointing a proxy

All shareholders entitled to attend and vote at this annual shareholders' meeting are entitled to appoint a proxy to attend and vote for them in their place. The proxy need not be a shareholder of the company. The enclosed Voting Form also provides for the appointment of a proxy, and, if used, must be lodged at the office of the share registry, Computershare Investor Services Limited, before 10.30 am, 15 November 2015.

The addresses for the share registries are:

**New Zealand**  
Computershare Investor Services Limited  
Private Bag 92119  
Auckland 1142

Level 2, 159 Hurstmere Road  
Takapuna  
Auckland 0622, New Zealand.

**Australia**  
Computershare Investor Services Pty  
Limited  
GPO Box 3329  
Melbourne  
VIC 3001, Australia

Yarra Falls  
452 Johnston Street  
Abbotsford  
VIC 3067, Australia

### 8. Voting process

All items of business are ordinary resolutions and are required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions. The company secretary, Charles Bolt, has been authorised by the board to receive and count postal votes at the meeting.

By order of the board, Auckland, New Zealand

**CHARLES BOLT** – Company Secretary  
27 October 2015