

**FLETCHER BUILDING INDUSTRIES LIMITED
ROLLOVER OF MARCH 2015 CAPITAL NOTES**

Auckland, 30 January 2015 – Fletcher Building Industries Limited advises that noteholders of the March 2015 Capital Notes (FBI090) have been sent an election notice outlining the new terms that will apply from 15 March 2015.

Noteholders have the option to retain some or all of their capital notes on the new terms offered or to convert them into fully paid Fletcher Building shares. However, Fletcher Building Industries Limited has the right to redeem or purchase for cash, either directly or by a nominee, any of the capital notes that noteholders elect to convert.

Fletcher Building Industries Limited has determined that it will exercise this option and will have a nominee purchase for cash those capital notes which noteholders have elected to convert.

The noteholders have until 25 February 2015 to advise their election.

The new terms of the March 2015 Capital Notes are:

New Election Date:	15 March 2020
New Interest Rate:	5.80% per annum
Interest Dates:	Interest dates will be the 15 September and 15 March thereafter until, and including, the Final Interest Date
The Capital Notes will be known as:	March 2020 or FBI140

Copies of the election notice and a covering letter to the noteholders are attached to this announcement.

Contact:

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Group General Manager
Investor Relations & Capital Markets
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End

**March 2015 Capital Notes
FBI090**

Election Date

The Fletcher Building Industries Limited (“FBI”) March 2015 Capital Notes (the “Capital Notes”), of which you are a holder, have an Election Date of 15 March 2015. This means you now need to make a decision in relation to your Capital Notes.

You need to decide whether to retain some or all of your Capital Notes on the new terms offered or have them purchased for cash.

The election process for your decision is explained in more detail in this letter and the accompanying Election Notice.

New terms of the Capital Notes

The Election Notice enables you to make an election to retain your Capital Notes. The Capital Notes will be on the following terms from 15 March 2015:

New Election Date:	15 March 2020
New Interest Rate:	5.80% per annum
Series to become known as:	March 2020 Capital Notes FBI140

As 15 March 2015 is a non-business day, anything required to be done on that day will be done on 16 March 2015. The Interest Period ending 15 March 2015 will be extended to 16 March 2015.

Converting your Capital Notes

You can also make an election to convert all or some of your Capital Notes to Fletcher Building Limited shares. However, if you elect to convert your Capital Notes, FBI (or its nominee) may, at its option, redeem or purchase the Capital Notes for cash. FBI has determined that it will exercise this right and **FBI will have a nominee purchase for cash all those Capital Notes which noteholders elect to convert. No shares will be issued following an election to convert the Capital Notes.** The purchase price will be equal to the principal amount of the Capital Notes plus any accrued and unpaid interest on those Capital Notes as at the date of payment of the purchase price.

Action to be taken

It is important that you indicate which option you want for your Capital Notes. Your completed Election Notice should be returned so it reaches Computershare Investor Services Limited **no later than 25 February 2015.**

If you do not respond by providing a duly completed Election Notice by 25 February 2015, you will be deemed to have elected to retain your Capital Notes on the new terms.

If you are in any doubt as to what you should do, or if you need assistance with the Election Notice, please contact a NZX firm, authorised financial advisor or Fletcher Building Treasury on telephone (09) 525 9000.

Gerry Bollman
Chief Financial Officer

THIS IS AN IMPORTANT DOCUMENT
YOU SHOULD REPLY NO LATER THAN 25 FEBRUARY 2015



FLETCHER BUILDING INDUSTRIES LIMITED
MARCH 2015 CAPITAL NOTES – ELECTION NOTICE

CSN/INVESTOR NO

PRINCIPAL AMOUNT

of March 2015 Capital Notes
(the "Capital Notes")

NAME ON REGISTER

ELECTION (Tick box and complete as appropriate)

- A I/we elect to retain all of my/our Capital Notes on the New Terms; **or**
- B I/we elect to retain \$ _____ of my/our Capital Notes on the New Terms, with the balance converted in accordance with the Conditions; **or**
- C I/we elect to convert all of my/our Capital Notes in accordance with the Conditions.

Note: The Principal Amount retained must not be less than \$2,000 in this Series and thereafter be in multiples of \$500

Signed: Date:

COMPLETION INSTRUCTIONS - Please also see the reverse of this document

1. An election is irrevocable.
2. All joint holders are required to sign.
3. A company is required to sign in a manner permitted pursuant to the Companies Act 1993, which may include being signed by an authorised signatory.
4. If signed by an attorney, the power of attorney and a completed certificate of non-revocation should be returned with this Election Notice, unless it has already been noted with the Registrar.
5. Please return this completed Election Notice in the reply-paid envelope to Computershare Investor Services Ltd, Private Bag 92119, Auckland 1142, to arrive no later than **25 February 2015**.

If you have any doubt as to what you should do, you should seek advice from a NZX Firm or authorised financial advisor. The Capital Notes are quoted on the NZX Debt Market. Fletcher Building Limited shares are quoted on the NZX Main Board and ASX. Neither exchange accepts responsibility for any statement in the Election Notice. NZX Main Board and NZX Debt Market are licensed markets operated by NZX Limited, a licensed market operator, regulated under the Financial Markets Conduct Act 2013.

**THIS IS AN IMPORTANT DOCUMENT
YOU SHOULD REPLY NO LATER THAN 25 FEBRUARY 2015**

Dear Capital Noteholder

This Election Notice relates to your Fletcher Building Industries Limited (“FBI”) March 2015 Capital Notes (the “Capital Notes”), as described on the reverse of this document. Completing this document and returning it to the Registrar enables you to make an election to retain or convert your Capital Notes. Your election must be received by 25 February 2015 and will apply from the Election Date, 15 March 2015. Your right to elect to retain or convert your Capital Notes is described in section 2 below.

Unless otherwise defined in this Election Notice, capitalised terms used in this Election Notice have the meanings ascribed to them in the Conditions for the Capital Notes. The key terms of the Capital Notes are contained in the Trust Deed, a copy of which can be requested on payment of any fee prescribed by statute, by contacting the Trustee, Foundation Corporate Trust, or FBI. Further information relating to the Capital Notes is also available through Fletcher Building’s website: <http://www.fbu.com/investor-centre/capital-notes/>

1. NEW TERMS FOR THE CAPITAL NOTES

The new terms (“New Terms”) for the Capital Notes you elect to retain, or are deemed to have elected to retain, are the same as the Conditions for the Capital Notes that you hold now, except for:

New Election Date:	15 March 2020
New Interest Rate:	5.80% per annum
Series to become known as:	March 2020 Capital Notes or FBI140

2. NOTEHOLDER’S ELECTION TO RETAIN OR CONVERT

You are entitled to elect to:

- (i) retain all or some of the Capital Notes, subject to the New Terms; and/or
- (ii) convert all or some of the Capital Notes on 15 March 2015 into fully paid Fletcher Building shares, subject to the Conditions. Under the Conditions, FBI has an option, either itself or by a nominee, to redeem or purchase for cash those Capital Notes that noteholders elect to convert. FBI has determined that it will exercise this option and will have a nominee purchase for cash those Capital Notes which noteholders have elected to convert. No Fletcher Building shares will be issued following an election to convert the Capital Notes. The purchase price will be equal to the aggregate Principal Amount of the relevant Capital Notes plus any Accrued Interest and Unpaid Interest on those Capital Notes as at the date of payment of the purchase price.

3. FAILURE TO APPROPRIATELY COMPLETE AND RETURN AN ELECTION NOTICE

If FBI does not receive a completed Election Notice from you on or before 25 February 2015, which clearly indicates your name and address and the election you have made, you will be deemed to have elected to retain the Capital Notes on the New Terms. If your election is unclear for only a portion of your Capital Notes, that portion will be deemed elected to be retained.