NOTICE OF ANNUAL SHAREHOLDERS’ MEETING 2016

Notice is hereby given that the annual meeting of shareholders of Fletcher Building Limited will be held in The Great Hall, The Arts Centre, 2 Worcester Boulevard, Christchurch, New Zealand on Tuesday, 18 October 2016 commencing at 10.30am. Registration will take place from 10.00am.

This notice of meeting is for the 2016 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 16 October 2016. 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 16 October 2016.

ONLINE VOTING: Shareholders can lodge their postal vote or proxy appointment online at www.investorvote.co.nz

IMPORTANT DATES 2016
All times are given in New Zealand time unless otherwise specified.

5:00pm
14 Oct
Record date for voting entitlements for the annual shareholders’ meeting

10:30am
16 Oct
Latest time for receipt of postal votes and proxy appointments

10:30am
18 Oct
Annual shareholders’ meeting
BUSINESS

Ordinary resolutions

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

Appointment of directors
1. That Antony Carter be re-elected as a director of the company.
2. That Dr Alan Jackson be re-elected as a director of the company.
3. That Sir Ralph Norris 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.

ANTONY CARTER
BE (HONS), ME, MPHIL (LOUGHBOROUGH)
Independent Non-executive Director
Chairman of the Remuneration and Nominations Committee
First appointed 1 September 2010
Tony Carter was previously managing director of Foodstuffs (Auckland) and Foodstuffs (New Zealand). New Zealand’s largest retail organisation, and a director of a number of related companies. He has extensive experience in retailing, having joined Foodstuffs in 1994 and from having owned and operated several Mitre 10 hardware stores, and was a director and later chairman of Mitre 10 New Zealand. Tony is also the Managing Director of Fisher & Paykel Healthcare, Air New Zealand and the Blues LLP. a director of ANZ Bank New Zealand, Fletcher Building Industries and Avondale Mall, and a trustee of the Maurice Carter Charitable Trust.

DR ALAN JACKSON
BENG (HONS), PHD (AUCKLAND) MBA (IM MANAGEMENT INSTITUTE)
Independent Non-executive Director
Chairman of the Remuneration Committee and member of the Safety, Health, Environment and Sustainability and Nominations Committees
First appointed 1 September 2010
Dr Alan Jackson was until 2009 chairman Australasia, senior vice president and director of The Boston Consulting Group. He has been an international management consultant since 1987 with The Boston Consulting Group and has proven experience at the senior levels of international and government business. Alan has worked across a range of industries including resources, diversified industrials, building products and construction sectors including as chairman of the Housing Corporation of New Zealand. Alan is a fellow of the Institution of Professional Engineers. He is a director of Delegat’s Group, Fletcher Building Industries and chairman of New Zealand Thoroughbred Racing.

SIR RALPH NORRIS
FNZIM, FHFITP, KNZM, HDFDUS (UNIVERSITY OF NEW SOUTH WALES)
Chairman of the Nominations Committee and member of the Remuneration Committee
First appointed 1 April 2014
Sir Ralph Norris retired as managing director and chief executive officer of the Commonwealth Bank of Australia in November 2011 following a 40 year career in the banking sector in Australia and New Zealand, including as chief executive officer of ASB Bank. He is a former chief executive officer of Air New Zealand. Sir Ralph is chairman of Contact and RANZQ Holdings and a director of SouthPark Corporation, the Advisory Board of New Zealand Treasury and Fletcher Building Industries. He is a member of the NZ Olympic Advisory Committee, the Juvenile Diabetes Research Foundation Advisory Board. The University of Auckland Council and trustee of Business Mentors New Zealand. He also served as an independent non-executive director of Fletcher Building from 2001 to 2005.

EXPLANATORY NOTES

1. Voting

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 exchanged will be automatically updated in any poll at the discretion of 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 these 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 16 October 2016. 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 will be counted as if they are present at the meeting, or

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, 14 October 2016.

(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 must complete the Voting Form, including the proxy appointment and return it to the share registrar for receipt by 10:30 am on 16 October 2016. If you appoint a director as your proxy, then any undirected proxies granted to the director will be treated in favour of the relevant resolutions.

6. Voting form updating

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. To vote online you will be required to enter your CSN/shareholder 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.

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, 16 October 2016.

4. General business

It is possible that matters not notified in the Notice of Meeting may be raised for consideration at the meeting. These matters cannot by virtue of section 109 of the Companies Act 1993 be binding on the company.

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.

The addresses for the share registries are:

New Zealand
Computershare Investor Services Limited
P.O. Box 1029
Auckland 1142
Australia
Computershare Investor Services Pty Limited
GPO Box 3329
Melbourne VIC 3001, Australia
Yarra Falls
452 Johnston Street
Abbottstown VIC 3067, Australia

Charles Bolt...Company Secretary

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