

19 September 2025

## Notice of 2025 Annual Shareholders' Meeting

The 2025 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday 22 October 2025, commencing at 10.30am NZT.

The meeting will be held at Eden Park, World Cup Lounge | Te Ipu O Te Ao, Samsung South Stand, 42 Reimers Avenue, Kingsland, Auckland, New Zealand and online via the Computershare Meeting Platform. For information on how to attend and vote at the meeting online, please refer to the attached Voting/Proxy Form.

A recording of the meeting will be made available on the Company's website [www.fletcherbuilding.com](http://www.fletcherbuilding.com) following the conclusion of the meeting.

The attached documents are being sent to shareholders today:

- Notice of Annual Shareholders' Meeting
- Voting/Proxy Form

**ENDS**

*Authorised for release to the market by Haydn Wong, Company Secretary.*

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For further information please contact:

<b>INVESTORS</b>	<b>Will Wright</b> , Chief Financial Officer	+64 21 490 251	<a href="mailto:Will.Wright@fbu.com">Will.Wright@fbu.com</a>
<b>MEDIA</b>	<b>Christian May</b> , Chief Corporate Affairs Officer	+64 21 305 398	<a href="mailto:Christian.May@fbu.com">Christian.May@fbu.com</a>

For information on Fletcher Building visit [fletcherbuilding.com](http://fletcherbuilding.com)

# Notice of Annual Shareholders' Meeting

This is notice that the 2025 Annual Shareholders' Meeting of Fletcher Building Limited will be held on **Wednesday, 22 October 2025, commencing at 10.30am NZT.**

The 2025 Annual Shareholders' Meeting will be held at Eden Park in the World Cup Lounge | Te Pou O Te Ao, Samsung South Stand, 42 Reimers Avenue, Kingsland, Auckland, New Zealand, and as an online meeting via the Computershare Meeting Platform.

For information on how to participate online at the meeting, please refer to the following Procedural Notes below.

## Business

### A. Chair's Address

### B. Managing Director & Chief Executive Officer's Address

### C. Resolutions

To consider, and if thought fit, pass the following ordinary resolutions (each of which requires a simple majority of the votes cast):

#### Resolution 1 - Re-election of Peter Crowley

That Peter Crowley be re-elected as a director of the Company.

#### Resolution 2 – Election of Jacqui Coombes

That Jacqui Coombes be elected as a director of the Company.

#### Resolution 3 – Election of James Miller

That James Miller be elected as a director of the Company.

#### Resolution 4 - Auditor fees and expenses

That the directors be authorised to fix the fees and expenses of the auditor.

#### Resolution 5 – Adoption of the Remuneration Report

That the Company's Remuneration Report for the year ended 30 June 2025, as detailed on the Company's website, be adopted. The outcome of this vote is non-binding.

### D. Shareholder Questions

By order of the Board



**Haydn Wong**  
Company Secretary  
Auckland, New Zealand  
19 September 2025

# Explanatory Notes

## Board recommendation

The Board considers that resolutions 1 to 5 are in the best interests of Fletcher Building shareholders, and (with the relevant director seeking re-election or election abstaining) recommend that shareholders vote in favour of those resolutions.

### Re-election of Peter Crowley - Resolution 1

Under the Company's Constitution, and as required by NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer.

Peter Crowley was last re-elected to the Board at the 2022 Annual Shareholders' Meeting and, being eligible, seeks re-election at this meeting.

Peter is considered by the Board to be an independent director.

### Election of Jacqui Coombes - Resolution 2

Jacqui Coombes was appointed a director by the Board on 14 April 2025. NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment. Being eligible to do so, Jacqui is seeking election at this meeting.

Jacqui is considered by the Board to be an independent director.

### Election of James Miller - Resolution 3

James Miller was appointed a director by the Board on 1 June 2025. NZX Listing Rule 2.7.1 requires that a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment. Being eligible to do so, James is seeking election at this meeting.

James is considered by the Board to be an independent director.

### Auditor fees and expenses - Resolution 4

EY is automatically reappointed as auditor of the Company under section 207 of the Companies Act 1993. The proposed resolution is to authorise the Board to fix the fees and expenses of the auditor.

### Adoption of the Remuneration Report - Resolution 5

In 2011, a change to the Australian Corporations Act introduced a 'say on pay' regime requiring companies listed on the ASX to include a non-binding resolution enabling shareholders to vote on the adoption of a company's remuneration report. As a New Zealand registered company with ASX Foreign Exempt listing status, the Company is not required to comply with Australia's 'say on pay' regime (including that regime's 'two-strike' rule).

### Adoption of the Remuneration Report - Resolution 5 (continued)

As was the case for the FY24 Remuneration Report, the Board has nevertheless determined that the Company's 2025 Annual Shareholders' Meeting is an appropriate forum for pro-actively facilitating broader shareholder engagement on the Company's FY25 Remuneration Report.

Resolution 5 in this Notice of Meeting will therefore be put to shareholders, as an ordinary resolution, (i.e., requiring a simple majority of the votes of those shareholders entitled to vote and voting in person or by proxy). This resolution is advisory only, and the outcome of the vote will not be binding on the Company or the Board.

Although the Board has elected to put the adoption of the FY25 Remuneration Report to shareholders, the Company is not proposing to adopt the 'two-strike' rule from the Australian 'say on pay' regime. The two-strike rule provides that if 25% or more of the votes cast at two consecutive annual shareholders' meetings are against adopting the company's remuneration report, then a 'spill resolution' must be put to shareholders. If 50% or more of votes cast on the spill resolution are in favour, then the entire board (except a managing director) must stand for re-election at a further special shareholders' meeting. As a dual listed company, with ASX Foreign Exempt listing status, the Company adopts Australian requirements that are most meaningful for shareholders. Implementation of the full Australian 'say on pay' regime would be cost-prohibitive, when viewed against the Australian experience where spill resolutions are almost never approved by shareholders.

Although the vote on resolution 5 is not binding, the Directors will consider the outcome of the vote and comments made by shareholders on the FY25 Remuneration Report at the Annual Shareholders' Meeting when reviewing Fletcher Building's remuneration policies.

No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the Remuneration Report (being the Managing Director and Chief Executive Officer, both current and former) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. However, this does not prevent those persons or any of their closely related parties from voting as a proxy for a person who is not the Managing Director and Chief Executive Officer or closely related party of them if the person specifies the way the proxy is to vote on this resolution in the proxy form.

The FY25 Remuneration Report can be accessed on the Company's website [www.fletcherbuilding.com](http://www.fletcherbuilding.com).

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## Explanatory Notes (continued)



### Peter Crowley

BEcon, BA, FAICD

#### Chair & Independent Non-Executive Director

**Term of office:** Appointed director 1 October 2019, appointed Chair 3 February 2025, last re-elected 2022 Annual Shareholders' Meeting.

**Board committees:** Chair of the Nominations Committee, Member of the Disclosure Committee.

Peter has over 40 years of experience in the construction materials and building products industries across Australia, New Zealand, Asia,

Europe and North America.

From 2003 to 2015, he served as managing director and CEO of GWA Group Limited, a leading Australian supplier of building fixtures and fittings to households and commercial premises. He also spent 18 years in the heavy construction materials industry, including various chief executive roles with The Rugby Group plc. and a variety of managerial roles with Queensland Cement and its parent company Holcim.

Peter is a non-executive director of Riverside Marine Holdings Pty Limited.



### Jacqui Coombes

#### Independent Non-Executive Director

**Term of office:** Appointed director 14 April 2025.

**Board committees:** Chair of the People and Remuneration Committee, Member of the Nominations Committee.

Jacqui Coombes is an accomplished leader in the building industry retail sector with a strong commercial, customer and operational focus.

Her management career includes senior leadership roles with Bunnings including, most recently, as Group HR Director across Australia and New Zealand. Prior to that,

Jacqui led Bunnings' New Zealand business for 10 years. Jacqui was an executive director of Bunnings Group from 2017 to 2021 and Bunnings NZ from 2011 to 2021.

Before that, Jacqui was General Manager Operations for Spotlight Stores with overall responsibility for New Zealand, and for retail operations in Australia, Singapore and Hong Kong. Her other senior executive roles have been with a range of large New Zealand and international businesses including Noel Leeming, Bond and Bond, PixiFoto, Woolworths, Aldi and Texaco.

Jacqui is a non-executive director of ASX-listed Guzman Y Gomez Limited.



### James Miller

BCom, AMP (Harvard), FCA, CFInstD

#### Independent Non-Executive Director

**Term of office:** Appointed director 1 June 2025.

**Board committees:** Member of the Audit and Risk Committee, Member of the Disclosure Committee, Member of the Nominations Committee.

James has extensive experience in senior management and governance roles. He has a strong track record in capital management, financial analytics and financial markets, making him adept at handling complex challenges and finding growth opportunities. His expertise in Audit and Risk enhances the Board's governance capabilities.

James is currently non-executive chair of Channel Infrastructure NZ, and a non-executive director of Ryman Healthcare and Vista Group International. His previous governance roles include serving on the boards of Auckland International Airport, Accident Compensation Corporation, Mercury NZ, NZX and Vector, and as a member of the Financial Accounting Standards Board and the Financial Markets Authority board. James previously held executive leadership positions at Craigs Investment Partners and ABN AMRO.

James is a Distinguished Fellow of INFINZ, a Fellow of Chartered Accountants Australia and New Zealand and a Fellow of the Institute of Directors. He is a certified securities analyst professional, holds a Bachelor of Commerce from Otago University and is a graduate of the Harvard Business School Advanced Management Program.

# Procedural Notes

## 1. Persons entitled to vote

Voting on all resolutions put before the 2025 Annual Shareholders' Meeting will be by poll. **Voting entitlements for the meeting will be determined at close of trading on 20 October 2025 based on the registered shareholdings at that time.** Results of the voting will be notified to the NZX and ASX.

No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the FY25 Remuneration Report (being the Managing Director and Chief Executive Officer, both current and former) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them. However, this does not prevent those persons or any of their closely related parties from voting as a proxy for a person who is not the Managing Director and Chief Executive Officer or closely related party of them if the person specifies the way the proxy is to vote on this resolution in the proxy form.

## 2. Casting your vote

You may cast your vote in the following ways:

- (a) **Personally** - You can participate and cast your vote at the meeting in person or online.
  - If you propose to attend the meeting in person, please bring your Voting/Proxy Form (enclosed with this Notice of Meeting) with you as the barcode will assist with your registration and the Voting/Proxy Form will be used to vote. If you do not have your Voting/Proxy Form, please identify yourself at the Computershare registration desk on arrival to be registered and issued with a Ballot Paper to vote.
  - If you propose to attend the meeting online, you can do so via the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fletcher Building meeting tab and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand).
- (b) **Postal** - You can cast a postal vote instead of attending the meeting or appointing a proxy.
- (c) **Appointing a proxy** - All shareholders entitled to vote at the meeting may appoint a proxy or (in the case of a corporate shareholder) a representative, who can vote on their behalf.

## 3. Proxy and Postal Voting

You can lodge your postal vote or proxy appointment:

- (a) **Online** - at [www.investorvote.co.nz](http://www.investorvote.co.nz) or by scanning the QR code on the Voting/Proxy Form with your smartphone.
- (b) **Post/email** - by completing the Voting/Proxy Form attached to your Notice of Meeting and posting it to the address on the Voting/Proxy Form or emailing it to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

Voting/Proxy Forms must be received at Computershare Investor Services by 10.30am NZT on 20 October 2025. Voting/Proxy Forms received after that time will not be valid for the Annual Shareholders' Meeting.

The Company Secretary has been authorised by the Board to receive and count postal votes.

## 4. Proxies and Corporate Representatives

A proxy need not be a shareholder of the Company. You can appoint the Chair of the meeting or any Director as your proxy. The Chair of the meeting and the Directors will vote in favour of all resolutions marked 'Proxy Discretion', unless they are disqualified from doing so. If you have ticked the 'Proxy Discretion' box and your named proxy does not attend the meeting or you have not named a proxy (but otherwise completed the Voting/Proxy Form in full), the Chair of the meeting will act as your proxy. All directed votes (For, Against or Abstain) on each resolution will be treated as a postal vote.

## 5. Shareholder questions

Shareholders will have the opportunity to ask questions during the meeting in person or via the Computershare Meeting Platform from their desktop or mobile devices.

Shareholders may also submit questions in advance of the meeting to [www.investorvote.co.nz](http://www.investorvote.co.nz) or by using the Voting/Proxy Form.

The Company reserves the right not to address questions that, in the Chair's opinion, are not reasonable in the context of an annual shareholders' meeting.

## 6. Online attendance

To attend the meeting online, you can do so via the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Fletcher Building meeting tab and then click 'Join Meeting Now'. If you have any issues accessing the website, please call +64 9 488 8777.

A recording of the meeting will be made available on the Company's website [www.fletcherbuilding.com](http://www.fletcherbuilding.com) following the conclusion of the meeting.

## Venue Location

Eden Park, World Cup Lounge | Te Ipu O Te Ao, Level 4, Samsung South Stand, 42 Reimers Avenue, Kingsland, Auckland, New Zealand. Enter via **Gate G**.

Eden Park is well served by rail and bus services.

Parking is available in car park P5 accessed off Reimers Avenue or in car park P2 accessed off Walters Road. Please allow for a 5-10 minute walk from Walters Road to the South Stand.

## Lodge your Postal Vote or Proxy



### Online

[www.investorvote.co.nz](http://www.investorvote.co.nz)



### By Email

[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)



### By Post

Computershare Investor Services Limited  
Private Bag 92119, OR GPO Box 3329,  
Victoria Street West, Melbourne VIC  
Auckland 1142, 3001, Australia  
New Zealand



### For all enquiries contact

#### By Phone

+ 64 9 488 8777

## The 2025 Annual Shareholders' Meeting of Fletcher Building Limited will be held on Wednesday, 22 October 2025 at 10.30am NZT.

The meeting will be held at Eden Park in the World Cup Lounge | Te Ipu O Te Ao, Samsung South Stand, 42 Reimers Avenue, Kingsland, Auckland, New Zealand and online at <https://meetnow.global/nz>. For information on how to attend and vote online at the meeting please refer to the instructions as set out below. If you propose not to attend the meeting, but wish to appoint a proxy, please complete this form in accordance with the instructions below.

## VOTING/PROXY FORM



[www.investorvote.co.nz](http://www.investorvote.co.nz)

Lodge your proxy online, (24/7 access) by 10.30am NZT on Monday, 20 October 2025.

Your secure access information

#### Control Number:

#### CSN/Securityholder Number:

To vote online you'll need the above Control Number, your CSN/Securityholder Number and postcode/or country of residence if you reside outside of New Zealand.

Scan this QR Code with your Smartphone and Vote online.



To be effective as a postal vote or proxy appointment, the Voting/Proxy Form must be received by **10.30 am NZT on Monday 20 October 2025.**

### Attending the Meeting

1. Voting on all resolutions put before the meeting will be by poll.
2. If you propose to attend the meeting in person, please bring this Voting/Proxy Form intact to the meeting as the barcode will assist in your registration.
3. If you propose to attend the meeting online, go to the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting click 'Go' under the Fletcher Building meeting tab and then click 'Join Meeting Now'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or computer. For any assistance with the online process, contact Computershare on +64 9 488 8777 between 8.30am – 5.00pm NZT Monday to Friday.
4. If you propose not to attend the meeting but wish to vote by postal vote, or to appoint a proxy, please complete and post this form or complete online at [www.investorvote.co.nz](http://www.investorvote.co.nz). Please do not appoint a proxy if you are voting by postal vote.
5. The persons who will be entitled to vote at the meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Fletcher Building Limited's share register as at close of trading on Monday, 20 October 2025.
6. No vote may be cast on resolution 5 by individuals whose remuneration is detailed in the Remuneration Report (being the Managing Director and CEO, both current and former) or by any related party or relative (both as defined in the Companies Act 1993) or a proxy of them.

### Postal Vote

7. You can cast a postal vote instead of attending the meeting or appointing a proxy to attend.
8. The Company Secretary has been authorised by the Board to receive and count postal votes.
9. If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.
10. If you complete the postal vote section and also appoint a proxy, your postal vote will take priority over your proxy appointment.

### Proxy Appointment

11. All shareholders entitled to attend and vote at the meeting may appoint a proxy or (in the case of a corporate shareholder) representative to attend and vote on their behalf. A proxy need not be a shareholder of the Company. You can appoint the Chair of the meeting or any director as your proxy. Please provide an email address for your proxy (if they are not the Chair or a director) as we cannot guarantee that your proxy will be admitted if they intend to attend the meeting virtually if we have not received their email address. You may still attend the meeting either in person or online even if you have appointed a proxy.
12. The Chair of the meeting and the directors will vote in favour of all resolutions marked "PROXY DISCRETION", for which they have authority to vote.

13. If you have ticked the "PROXY DISCRETION" box and your named proxy does not attend the meeting or you have not named a proxy (but otherwise completed the Voting/Proxy Form in full), the Chair of the meeting will act as your proxy.
14. All directed votes FOR, AGAINST or ABSTAIN on each resolution will be treated as a postal vote.

### Signing Instructions

#### Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by the shareholder or their duly authorised attorney.

#### Companies

Where a shareholder is a company or corporate shareholder, this Voting/Proxy Form must be signed by a duly authorised officer or attorney.

#### Trusts

Where a shareholder is a trust, this Voting/Proxy Form should be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual, or a company, as applicable).

#### Partnerships

Where a shareholder is a partnership, this Voting/Proxy Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, as applicable).

#### Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). If a joint shareholder votes differently from another joint shareholder, the vote of the shareholder named first in the share register will be counted.

#### Power of Attorney

If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, unless already provided to Fletcher Building Limited, accompany the Voting/Proxy Form together with a completed certificate of "non-revocation of authority".

#### Viewing and voting from the Computershare Meeting Platform

Please follow the instructions above. We recommend that you complete the set-up prior to the meeting commencing.

If you have any questions about appointing your proxy, or require assistance with the Computershare Meeting Platform, please contact Computershare on +64 9 488 8777 between 8.30am to 5.00pm NZT or email [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

Go online to [www.investorvote.co.nz](http://www.investorvote.co.nz) to cast your postal vote or lodge your proxy or please **TURN OVER** to complete the Voting/Proxy Form.

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**Postal Voting** (To use if you will not attend the meeting and are not submitting your postal vote online)

☐ I wish to vote by postal vote (please tick the box). My voting intentions are indicated in the resolutions section below.

**Appointment of a Proxy** (For use if you will not attend the meeting but wish someone to represent you and vote on your behalf at the meeting)

I/We being a shareholder(s) of Fletcher Building Limited ("the Company") and entitled to attend and vote hereby appoint:

of

(Full Name of Proxy)

(Proxy Contact Details –Email/Phone/Address)

Or failing them:

of

(Full Name of Proxy)

(Proxy Contact Details –Email/Phone/Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of the Company to be held at 10.30 am NZT on Wednesday, 22 October 2025, and at any adjournment or postponement of that meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Shareholders' Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible. In the event I/we have not expressed any intention (in my/our proxy's sole opinion) my/our proxy may vote at their discretion.

A proxy need not be a shareholder of the Company. You can appoint the Chair of the meeting or any director as your proxy. Please provide an email address for your proxy (if they are not the Chair or a director) as we cannot guarantee that your proxy will be admitted if they intend to attend the meeting virtually if we have not received their email address.

**Resolutions** (for postal and proxy voting). Please tick only ONE box in respect of each resolution

Cast a postal vote, or instruct a proxy to vote, by placing a tick (✓) in the relevant box. If you have appointed a proxy and want them to decide how to vote on the resolution, please mark the box 'Proxy Discretion'. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution. Your vote will not be counted when calculating the majority for that resolution. Proxy Discretion is not applicable in the case of a postal vote.

Ordinary Resolutions	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That Peter Crowley be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Jacqui Coombes be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That James Miller be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the directors be authorised to fix the fees and expenses of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Company's Remuneration Report for the year ended 30 June 2025, available on the Company's website, be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature of Shareholder(s)**

Shareholder 1

Or a duly authorised officer or attorney

Shareholder 2

Or a duly authorised officer or attorney

Shareholder 3

Or a duly authorised officer or attorney

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Day time telephone: \_\_\_\_\_

**Shareholder Questions**

Shareholders will have the opportunity to ask questions during the meeting in person or from their desktop or mobile devices via the Computershare Meeting Platform <https://meetnow.global/nz>. You can also submit questions in advance of the meeting by going to [www.investorvote.co.nz](http://www.investorvote.co.nz) and completing the online validation process or you can complete the Question section below and post this form. Questions must be received by 10.30 am NZT on Monday, 20 October 2025. The Company reserves the right not to address questions that, in the Chair's opinion, are not reasonable in the context of an annual shareholders' meeting.

Question:

**Electronic Investor Communications**

If you received the Notice of Meeting and Voting/Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below:

