



CSR Limited
ABN 90 000 001 276

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com



For all enquiries call:
(within Australia) 1800 676 061
(outside Australia) +61 3 9415 4033

Proxy Form

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Vote online and view the annual report

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (Sydney time) on Monday 22 June 2020

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

A proxy need not be a securityholder of the Company.

Appointing the Chairman as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the first box in Step 1 of the proxy form. If you leave Step 1 blank, or your named proxy does not participate in the Meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business in Step 3 of the proxy form. If you do not mark a box your proxy may vote as they choose, subject to any voting restrictions that apply to the proxy (see below). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: If you are a shareholder entitled to cast two or more votes, you are entitled to appoint up to two proxies to participate in the Meeting and vote on a poll. If you appoint two proxies you must complete two proxy forms and return (or otherwise validly submit) them together. On each form you should specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. A second proxy form can be obtained from Computershare.

Default to the Chairman of the Meeting: Any directed proxies that are not voted as directed on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Proxy voting by key management personnel: The key management personnel (KMP) of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on items 4, 5 and 6, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint such a person as your proxy, please ensure that you direct them how to vote on items 4, 5 and 6 by marking the voting boxes in Step 3 of the proxy form.

If the Chairman of the Meeting is your proxy or becomes your proxy by default and you do not mark a voting box for items 4, 5 or 6, then by completing and returning (or otherwise validly submitting) the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant item even though the item is connected with the remuneration of the Company's KMP. **The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of item 6 where the Chairman of the Meeting intends to vote against.**

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of CSR Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given and subject to any voting restrictions that apply to your proxy, as the proxy sees fit) at the Annual General Meeting of CSR Limited to be held at Trinit 3, 39 Delhi Road, North Ryde NSW 2113 on Wednesday 24 June 2020 at 10:00am (Sydney time) and at any adjournment or postponement of that Meeting.

Step 2

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) by signing and returning this proxy form (or otherwise validly submitting), I/ we expressly authorise the Chairman of the Meeting to exercise my/our proxy on items 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though items 4, 5 and 6 are connected with the remuneration of a member of the key management personnel of the Company.

Step 3 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

Board recommended resolutions. The Board recommends shareholders vote **FOR** items 2a, 2b, 3, 4 and 5

	Board Recommendation	For	Against	Abstain
2a. To re-elect Christine Holman	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b. To re-elect Mike Ihlein	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify the appointment of Julie Coates as an Executive Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To adopt the remuneration report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

5. To approve the grant of performance rights to the Managing Director

FOR ☐ ☐ ☐

CONTINGENT BUSINESS

Non-endorsed resolution. The Board recommends shareholders vote **AGAINST** item 6

	Board Recommendation			
6. <u>Contingent resolution</u> : conditional spill resolution (should 25% or more of votes validly cast be against agenda item 4)	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Undirected proxies: The Chairman of the Meeting intends to vote all available proxies IN FAVOUR of each item of business with the exception of item 6 where the Chairman of the Meeting intends to vote AGAINST.

Sign

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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CSR

2 6 3 2 7 5 A



Computershare

