



Ansell



Notice of Annual General Meeting

2022

Notice is given that the Annual General Meeting of Ansell Limited will be held at the Park Hyatt Melbourne, 1 Parliament Square, Melbourne, Victoria on Thursday 10 November at 9:00am (AEDT).

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LETTER FROM THE CHAIRMAN



Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the 2022 Annual General Meeting (AGM) of Ansell Limited (Ansell). The AGM will be held on Thursday 10 November at 9:00am (AEDT) at Park Hyatt Melbourne, 1 Parliament Square, Melbourne Victoria.

This year's AGM will be held in hybrid format which allows us to provide shareholders with various options to participate. Shareholders can choose to either attend in person, or attend and participate in the meeting remotely through an online platform. The online platform will allow shareholders to view the meeting, submit or ask questions and vote in real time. Shareholders can also vote by proxy and submit questions in advance of the meeting. Further details are set out in this Notice of Meeting and the accompanying Online Meeting Guide.

A recording of the AGM will be made available on the Ansell website after the meeting.

The Managing Director and Chief Executive Officer, Neil Salmon, and I will provide a review of Ansell's operations and performance during the year to 30 June 2022. Further information on the Company's performance is also provided in our FY22 Annual Report, which is available on Ansell's website. We will then move through the items of business, as detailed in the Notice of Meeting. The Board is recommending that shareholders vote in favour of all resolutions.

In the event that it is necessary for Ansell to give further updates on the arrangements for the AGM, we will inform you through Ansell's website and the ASX Market Announcements Platform.

Thank you for your continued support of Ansell and I look forward to welcoming you at our AGM.

Yours sincerely

A handwritten signature in black ink, appearing to be 'John Bevan'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

John Bevan
Chairman

27 September 2022

DETAILS ON HOW TO PARTICIPATE IN THE AGM

The Ansell Limited (**Company**) Annual General Meeting (**AGM**) will be held at 9:00am AEDT on Thursday 10 November 2022 at the Park Hyatt Melbourne, 1 Parliament Square, Melbourne, Victoria.

This year's AGM will be held in hybrid format which allows us to provide shareholders with various options to participate. Shareholders can choose to either attend in person, or attend and participate in the meeting virtually through the Lumi platform.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes and ask questions prior to the AGM by appointing a proxy (preferably the Chairman of the AGM) by 9:00am (AEDT) on Tuesday 8 November 2022 (see page 4 for how to appoint a proxy).

A recording of the AGM will be made available on the Ansell website after the meeting.

Participating at the AGM virtually

The Lumi platform enables shareholders to:

- see the AGM presentation materials and listen to the AGM live;
- vote online during the AGM; and
- ask questions and make comments online during the AGM.

You will be able to participate in the AGM online by entering this link in your browser:

URL: <https://web.lumiagm.com/393682214>

Meeting ID: 393-682-214

Important: To participate and vote online you will need your security holding number (SRN/HIN) and postcode. To participate online, shareholders should register at least 15 minutes before the meeting.

Further information about how to log in to the Lumi platform, to register for the AGM, and to participate virtually in the meeting as a shareholder, proxyholder or visitor is available in the Online Meeting Guide, which you can access online on the Ansell website at www.ansell.com/about-us/investor-center.

Asking questions – before and at the AGM

You can ask questions both before and during the AGM using one of the options below:

Before the AGM

You can submit a question or comment prior to the AGM at www.investorvote.com.au, or by completing the shareholder question form and returning it with your proxy form. The shareholder question form can be downloaded from www.ansell.com/about-us/investor-center.

Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Thursday 3 November 2022. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit. The Auditor will also be in attendance at the AGM.

At the AGM

You can submit written questions and comments as well as ask verbal questions and make verbal comments online during the meeting via the Lumi platform.

Shareholders attending the AGM in person can ask questions and make comments during the AGM.

The Chairman of the AGM will endeavour to address as many questions and comments as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions and comments raised. Please note that individual responses will not be sent to shareholders.

Voting at the AGM

Voting on all items of business will be conducted on a poll. You may vote at the AGM in one of three ways:

- live in the room during the AGM;
- live and online during the AGM using the Lumi platform; or
- in advance of the AGM, by appointing a proxy (preferably the Chairman of the AGM) by 9:00am (AEDT) on Tuesday 8 November 2022.

The Chairman of the AGM will open the poll at the beginning of the AGM and the poll will remain open until declared closed at the end of the meeting.

Future alternative arrangements

If it becomes necessary to make further alternative arrangements for holding the AGM, we will give shareholders as much notice as practicable. Further information will be made available on our website: www.ansell.com/about-us/investor-center.

Technical issues

Technical difficulties may arise during the course of the virtual meeting. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the meeting online. Similarly, if a shareholder is unable to participate in the virtual meeting, or will not have access to a device or the internet, they are encouraged to appoint a proxy and submit a directed proxy vote via investorvote.com.au. All proxy votes, whether submitted online or in hard copy, must be lodged by 9:00am (AEDT) on Tuesday 8 November 2022 (as described on the following page).

DETAILS ON HOW TO PARTICIPATE IN THE AGM CONTINUED

Proxies

Certain categories of persons (including Directors and the Chairman of the AGM) are excluded from voting on resolutions relating to the remuneration of Key Management Personnel, including as proxy, in some circumstances and such votes will be disregarded (as per the Voting Exclusion Statement).

If you are appointing a proxy, to ensure that your vote counts, please read the instructions on the proxy form carefully.

1. On a poll, shareholders have one vote for every fully paid ordinary share held.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. A proxy need not be a member of Ansell Limited.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name and title of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate to attend the meeting.
5. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each proxy.
6. Proxy forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the *Corporations Act 2001* (Cth) (Corporations Act) or signed by an authorised officer or agent.
7. Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be returned prior to 9:00am (AEDT) on Tuesday 8 November 2022 using one of the methods below:
 - By mail**
C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001
 - By facsimile**
on 1800 783 447 (within Australia) or (+61) 3 9473 2555 (outside Australia)
 - Online at**
www.investorvote.com.au
 - Online at**
www.intermediaryonline.com
(for Intermediary Online subscribers only)
8. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the Online Meeting Guide available at www.ansell.com/about-us/investor-center
9. The Board has determined, in accordance with the Company's Constitution and the *Corporations Regulations 2001* (Cth), that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of that person shown in the register of members as at 7:00pm (AEDT) on Tuesday 8 November 2022.

BUSINESS

1. Financial Report

To receive and consider the Financial Report and the reports of the Directors and the Auditor of Ansell Limited for the year ended 30 June 2022.

2. Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (a) *"That Leslie Desjardins, who retires in accordance with Rule 33(c) of the Company's Constitution, and being eligible for re-election, is re-elected as a Director."*
- (b) *"That Christine Yan, who retires in accordance with Rule 33(c) of the Company's Constitution, and being eligible for re-election, is re-elected as a Director."*

Each resolution will be voted on as a separate ordinary resolution.

3. Grant of Performance Share Rights to Mr Neil Salmon, the Managing Director and Chief Executive Officer

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes approval be given for the grant of 117,764 Performance Share Rights to the Managing Director and Chief Executive Officer of the Company, Mr Neil Salmon, under the rules of the Company's Long-Term Incentive Plan and on the terms summarised in the Explanatory Notes to this Notice of Meeting."

4. Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2022 be adopted."

The Remuneration Report is set out on pages 49 to 74 of the Company's FY22 Annual Report.

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement – Resolutions 3 & 4

The Company will disregard:

1. any votes cast in favour of Resolution 3 by Mr Salmon or by his associates and any other person who will obtain a material benefit as a result of the issue of the securities;
2. any votes cast on Resolution 4 by:
 - a. any of the Company's Key Management Personnel (KMP) as disclosed in the Remuneration Report, or by a closely related party of such a KMP; and
 - b. a member of the Company's KMP, or a closely related party of a KMP, as proxy where the person's appointment as proxy does not specify the way the proxy is to vote on the Resolution.

However, the Company will not disregard a vote cast by:

1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of all resolutions.

By order of the Board



Catherine Stribley
Company Secretary
Ansell Limited Melbourne

27 September 2022

EXPLANATORY NOTES TO SHAREHOLDERS

Item 1 – Financial Report

In accordance with the Corporations Act, the Financial Report and the Directors' and Auditor's Reports for the year ended 30 June 2022 will be put before the Annual General Meeting. These reports are contained within the Company's FY22 Annual Report.

Shareholders can access a copy of the FY22 Annual Report on the Company's website at www.ansell.com. A printed copy of the FY22 Annual Report has been sent only to those shareholders who have elected to receive a printed copy.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to this Annual General Meeting.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to raise questions on these reports or make comments on Company matters.

Item 2 – Election of Directors

Rule 33(c) of the Company's Constitution provides that a Director cannot hold office beyond the third annual general meeting following the meeting at which the Director was elected or last re-elected. Mrs Desjardins was last elected at the 2019 Annual General Meeting and retires in accordance with Rule 33(c) of the Constitution. Being eligible, Mrs Desjardins offers herself for re-election. Ms Yan was elected at the 2019 Annual General Meeting and retires in accordance with Rule 33(c) of the Constitution. Being eligible, Ms Yan offers herself for re-election.

The following are the backgrounds of the Directors who are seeking re-election:



Mrs Leslie A Desjardins
Non-Executive Director
B. Industrial Admin, Finance
(Kettering), MS, Management
(MIT)
Based in Texas, USA

Appointed Non-Executive Director in November 2015.

Chair of the Audit & Compliance Committee and member of the Human Resources Committee, Governance Committee, M&A Sub-Committee and Share Buyback Sub-Committee.

Current Directorships: Non-Executive Director and Audit & Risk Committee Chair of ALS Limited (2019 to present).

Former Directorships: Non-Executive Director and Audit Committee Chair of Terry Fox Cancer Foundation (2014-2021), Director of Aptar Group (2012-2015).

Mrs. Desjardins is a former international finance executive with experience in business performance and growth. Mrs. Desjardins was formerly the Chief Financial Officer of Amcor Limited. Prior to Amcor, she held executive roles at General Motors Corporation, in Canada, the US and Australia, including Chief Financial Officer GM Holden, Controller for GM North America and Finance Director for GM's manufacturing facilities in North America. Mrs. Desjardins has extensive experience in finance, M&A, strategy, government relations and global operations.

The Board considers Leslie Desjardins to be an independent Director.



Ms. Christine Y Yan
Non-Executive Director
BS (Mech. Eng) (Shandong),
MSc, (Mech. Eng) (Wayne State),
MBA (Michigan)
Based in Florida, USA

Appointed Non-Executive Director in April 2019.

Member of the Audit & Compliance Committee and the Human Resources Committee.

Current Directorships: Non-Executive Director of ON Semiconductor Corporation (2018 to present), Non-Executive Director of Modine Manufacturing Company Inc. (2014 to present) and Non-Executive Director of Cabot Corporation (2019 to present).

Ms. Yan is an experienced executive who has had a distinguished career at Stanley Black & Decker. Ms. Yan has held senior management positions in both the US and China, including Vice President of Sales and Marketing for North America Automotive, President of the Global Automotive Division, President of Americas for the Engineered Fastening division, President of Stanley Storage and Workspace Systems and more recently, President of Asia and Vice President of Integration. Ms. Yan brings a broad range of general management experience across different geographies, as well as experience in innovation, business development, sales, digital transformation and marketing in the business-to-business industry.

The Board considers Christine Yan to be an independent Director.

Board Recommendation

As part of its ongoing performance review process, the Board has formally considered the contribution of Mrs Desjardins and Ms Yan to the Board and its Committees. The Board (with Mrs Desjardins and Ms Yan abstaining in respect of their own re-election) unanimously supports the re-election of Mrs Desjardins and Ms Yan as a Director and recommends that shareholders vote in favour of these Resolutions.

Item 3 – Grant of Performance Share Rights to Mr Neil Salmon, the Managing Director and Chief Executive Officer

ASX Listing Rule 10.14 provides that a company must not issue shares to a Director under an employee incentive scheme unless shareholder approval is first obtained. Shareholder approval is therefore sought for the grant of 117,764 performance share rights to the Managing Director and Chief Executive Officer (CEO), Mr Neil Salmon, under the Long-Term Incentive Plan (LTIP) in accordance with ASX Listing Rules 10.14.

The LTIP award for the CEO operates by way of a grant of performance share rights (Rights) which, subject to the satisfaction of various performance conditions detailed below, entitles the CEO to the grant of one ordinary share in Ansell Limited per Right.

Approval is also sought under sections 200B and 200E of the Corporations Act to allow for the Board to determine pro-rata vesting of the Rights in the event of cessation of Mr Salmon's

employment in certain 'good leaver' circumstances (which may otherwise be deemed, and treated as, a termination benefit). The Board does not intend to exercise this discretion should Mr Salmon be terminated for cause, in which event all unvested Rights would immediately lapse. The Board also does not intend to exercise this discretion where Mr Salmon resigns of his own accord, although the Board will consider such matter having regard to the circumstances at the time.

Shareholders should note that the CEO may also earn a right to receive shares in Ansell Limited through the Company's Short-Term Incentive Program. This is detailed in the Company's Remuneration Report. As such shares are intended to be acquired on-market, shareholder approval is not required, however the Company discloses this information for completeness and transparency. Any such shares may not be sold or otherwise disposed of for two years, subject to limited exceptions.

An overview of the details of the proposed grant is set out below.

Number of Rights	<p>Subject to shareholder approval, Mr Salmon will be granted 117,764 Rights. Each Right entitles Mr Salmon, upon vesting, to one fully paid ordinary share in the Company.</p> <p>The number of Rights granted was calculated by reference to the average price of Ansell Limited shares on the ASX over a 90 day period to and including 16 August 2022, this being AUD 25.31. The Board has not incorporated any discount to that average share price (e.g. the expected dividend yield or any other factors) for the purposes of determining the number of Rights granted to Mr Salmon (i.e. calculated by way of a purely 'face value' methodology).</p> <p>Mr Salmon's maximum opportunity under the LTIP is 280% of his base salary. The full amount of the award will only vest if the specified maximum thresholds for each of the two performance measures are achieved or surpassed.</p>
Date of grant of Rights	<p>If shareholder approval is obtained, the Rights will be granted to Mr Salmon shortly after this meeting, but in any event no later than 12 months after this meeting.</p>
Performance conditions	<p>The Board has set 3 year target levels for Company performance, using a Gateway Condition and two Performance Conditions:</p> <ul style="list-style-type: none">• Return on Capital Employed (ROCE) operates as a gateway• Earnings Per Share (EPS): 85% weighting (vesting subject to ROCE gateway)• Organic Revenue Growth: 15% weighting (vesting subject to ROCE gateway) <p>100,099 Rights will be subject to the Earnings Per Share (EPS) Growth vesting condition (subject to ROCE gateway). 17,665 Rights will be subject to the Organic Revenue Growth vesting condition (subject to ROCE gateway).</p> <p>For vesting to occur under each condition, a minimum level of performance must be achieved over the 3 year period of the LTIP (FY23–FY25).</p> <p>The EPS and Organic Revenue Growth measures:</p> <ul style="list-style-type: none">• will be assessed based on total growth over the 3 year period of the LTIP. Once the relevant minimum level of performance is met (as described below), the vesting schedule will be a straight line from zero to maximum; and• will be tested on a constant currency basis (to remove foreign exchange fluctuations which may either favour or penalise management). For more information about the manner in which Ansell uses constant currency measurements, please refer to page 18 of the FY22 Annual Report. <p>Further information on the meanings and definitions of EPS Growth, Organic Revenue Growth and ROCE measures and calculation of constant currency are included in the Company's Remuneration Report.</p>

EXPLANATORY NOTES TO SHAREHOLDERS CONTINUED

Earnings Per Share performance condition	The following EPS growth targets will apply for the grant of 100,099 Rights (being 85% of the overall maximum award).								
	<table border="1"> <thead> <tr> <th data-bbox="333 389 730 421">EPS Growth during 3 year award period</th> <th data-bbox="906 389 1350 421">Rights subject to this condition that vest (%)</th> </tr> </thead> <tbody> <tr> <td data-bbox="333 427 456 459">Up to 12.5%</td> <td data-bbox="906 427 943 459">0%</td> </tr> <tr> <td data-bbox="333 465 596 497">Between 12.5% and 33.1%</td> <td data-bbox="906 465 1209 497">Sliding scale from 0% to 100%</td> </tr> <tr> <td data-bbox="333 504 507 535">33.1% and above</td> <td data-bbox="906 504 967 535">100%</td> </tr> </tbody> </table>	EPS Growth during 3 year award period	Rights subject to this condition that vest (%)	Up to 12.5%	0%	Between 12.5% and 33.1%	Sliding scale from 0% to 100%	33.1% and above	100%
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Up to 12.5%	0%								
Between 12.5% and 33.1%	Sliding scale from 0% to 100%								
33.1% and above	100%								
	The performance condition for EPS Growth will be measured against 115.1 cents, being the FY22 statutory EPS after excluding Russia Business Disruption and Exit impact and removing the contribution forgone as a result of the exit from Russia, adjusted for net foreign exchange gain and the amortisation of previously adjusted Transformation Program expenses.								
	Over the 3 year period (FY23–FY25), the EPS Growth measure will continue to be subject to constant currency adjustment and other Board-approved adjustments as applicable.								
	The gateway condition to the EPS performance condition requires that Ansell’s average ROCE over the 3 year period to 30 June 2025 must be at least 12.5%. If the gateway condition is not satisfied, these Rights will lapse regardless of the EPS Growth achieved.								
Organic Revenue Growth performance condition	The following Organic Revenue Growth targets will apply for the grant of 17,665 Rights (being 15% of the overall maximum award).								
	<table border="1"> <thead> <tr> <th data-bbox="333 963 762 1023">Organic Revenue Growth during the 3 year award period</th> <th data-bbox="906 994 1350 1025">Rights subject to this condition that vest (%)</th> </tr> </thead> <tbody> <tr> <td data-bbox="333 1030 448 1061">Up to 6.1%</td> <td data-bbox="906 1030 943 1061">0%</td> </tr> <tr> <td data-bbox="333 1068 584 1099">Between 6.1% and 15.8%</td> <td data-bbox="906 1068 1209 1099">Sliding scale from 0% to 100%</td> </tr> <tr> <td data-bbox="333 1106 507 1137">15.8% and above</td> <td data-bbox="906 1106 967 1137">100%</td> </tr> </tbody> </table>	Organic Revenue Growth during the 3 year award period	Rights subject to this condition that vest (%)	Up to 6.1%	0%	Between 6.1% and 15.8%	Sliding scale from 0% to 100%	15.8% and above	100%
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Between 6.1% and 15.8%	Sliding scale from 0% to 100%								
15.8% and above	100%								
	The performance condition for Organic Revenue Growth will be measured against US\$1,923.6 million being the FY22 statutory sales after removing the contribution forgone as a result of the exit from Russia.								
	Over the 3 year period (FY23–FY25), the Organic Revenue Growth measure will continue to be subject to constant currency adjustment and other board approved adjustments.								
	The gateway condition to the EPS performance condition requires that Ansell’s average ROCE over the 3 year period to 30 June 2025 must be at least 12.5%. If the gateway condition is not satisfied, these Rights will lapse regardless of the Organic Revenue Growth achieved.								
Price payable on grant or vesting	No amount will be payable in respect of the grant or upon vesting of the Rights.								
No dividends and voting rights on unvested awards	There are no voting rights or entitlements to dividends on unvested Rights under the LTIP.								
Trading restrictions	Shares allocated under the LTIP on vesting of Rights will not be subject to additional trading restrictions (aside from complying with the Company’s Securities Trading Policy).								
Cessation of employment	The Board has the discretion to vest the Rights on a pro-rata basis having regard to that part of the performance period elapsed at the time of ceasing employment and the performance of the Company against each of the performance conditions to that time. This discretion would only be exercised in the event of cessation of Mr Salmon’s employment in certain ‘good leaver’ circumstances. The Board will not exercise this discretion in favour of Mr Salmon should he be terminated for cause. The Board also does not intend to exercise this discretion where Mr Salmon resigns of his own accord, although the Board will consider such matter having regard to the circumstances at the time.								

Board discretion

The Board has retained its discretion to make adjustments in calculating the applicable performance conditions to:

- exclude matters that are beyond the reasonable control or foresight of management; and
- include matters that management control or should reasonably have foreseen.

Discretion may be exercised when events or accounting rules create a favourable or unfavourable effect on earnings for a single year that may cause a misalignment between incentive outcomes and shareholder value creation.

In addition, subject to any applicable laws and unless the Board determines otherwise in its absolute discretion, where a Change of Control Event occurs a number of Rights vest as if the applicable vesting conditions had been met at target levels.

A Change of Control Event means one of the following events:

- a takeover offer is made for all of the shares in the Company and (i) the offer becomes unconditional in all respects; and (ii) the bidder acquires a relevant interest in at least 50% of the Shares in the Company; or
- the shareholders of the Company approve by the requisite majorities, and the Court makes an order approving a scheme of arrangement, the effect of which is that all the Shares of the Company are acquired by a third party (excluding, for the avoidance of doubt, any scheme of arrangement which is a solvent restructure).

**Other Information
(including for
the purposes of
section 200E of the
Corporations Act)**

Mr Salmon is the only Director of the Company entitled to participate in the FY23 LTIP.

The value of any of the Rights that may vest on ceasing employment cannot currently be ascertained. The maximum number of Rights that may vest under this FY23 LTIP is 117,764.

No loans are being provided to Mr Salmon under the FY23 LTIP.

The ASX Listing Rules require this Notice of Meeting to include details of the CEO's current total remuneration package and the number of Rights previously granted to the CEO under the LTIP.

The full details of Mr Salmon's total realised remuneration for FY22, as set out in the Company's Remuneration Report, was US\$1,636,729.

Mr Salmon's remuneration for the current financial year, will continue to consist of a base salary, retirement and other benefits, as well as variable components relating to his STI and LTI outcomes:

- Fixed Remuneration: EUR 715,000 p.a.
- Retirement and other benefits: Variable, including contribution to pension/retirement saving plans, motor vehicle, insurance etc.
- Short Term Incentive (at-risk): 100% of fixed remuneration at target, 150% of fixed remuneration at maximum (payable in cash or restricted shares as determined by the Board)
- Long Term Incentive (at-risk): 280% of fixed remuneration on a face value basis

This resolution is not seeking approval for the total remuneration of the CEO, rather it relates to the issue of securities to the CEO (as a Director) under the LTIP, which is one component of his total remuneration.

Since he first started at Ansell in 2013, Mr Salmon has been granted 621,974 Rights under the LTIP. No price was paid for these Rights.

Details of any Rights granted under the LTIP will be published in the Company's Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Rights under the LTIP after shareholder approval of this resolution will not participate in the LTIP until approval is obtained under that rule.

For the settlement of the Rights on vesting, shares may be issued or acquired on market.

Board Recommendation

The Board believes that an equity based LTIP, in the form of Rights over Ansell shares, is an important component of executive remuneration to ensure an appropriate part of reward is linked to generating long-term returns for shareholders.

The approval being sought from shareholders arises as Ansell is electing to provide the LTIP through the grant of equity, rather than cash, to ensure alignment with shareholder interests and Company performance over the long-term. If shareholders do not approve the grant of Rights as a long-term incentive for the CEO, his total remuneration package may not be competitive with the market, there may be misalignment of rewards with other senior executives and Ansell may be in breach of contractual obligations to the CEO. In these circumstances, the Board would provide Mr Salmon with an equivalent cash incentive subject to the same performance conditions and performance period as described above.

The Board (Mr Salmon abstaining) unanimously recommends that shareholders vote in favour of the awarding of the Rights to the CEO.

Item 4 – Remuneration Report (non-binding advisory vote)

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2022. The Remuneration Report is set out on pages 49 to 74 of the Company's FY22 Annual Report.

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The vote on Resolution 4 is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting. The Human Resources Committee will take into account the discussion on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Ansell trusts that the 2022 Remuneration Report explains its remuneration strategy in the context of the markets in which it competes for executive talent, how the elements of its remuneration are intended to underpin its long-term strategies and how Ansell's performance dictates executive remuneration outcomes.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this non-binding Resolution.



Ansell

[ansell.com](https://www.ansell.com)

Join the conversation:



Online Meeting Guide

Ansell Limited (ANN) - 2022 AGM
10 Nov 2022, 09:00 AEDT



Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

To participate online, visit web.lumiagm.com/393682214 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID: 393-682-214

Australian residents

- **Username**
(SRN or HIN)
- **Password**
(postcode of your registered address)

Overseas residents

- **Username**
(SRN or HIN)
- **Password**
(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

Appointed Proxies

To receive your unique username and password, please contact Computershare on +61 3 9415 4024.

Guests

To register as a guest, you will need to enter your name and email address.

Participating at the meeting

- 1 To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided above.

Ansell

Enter Meeting ID

JOIN MEETING

- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.

Ansell

Terms and Conditions

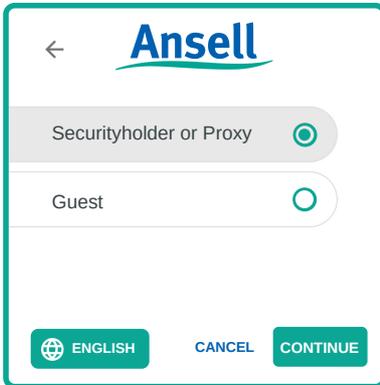
Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms and Conditions please click on the following link:
[Terms and Conditions](#)

I agree to all of the above terms and conditions

ENGLISH DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.
Note that only shareholders and proxies can vote and ask questions in the meeting.

To register as a shareholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

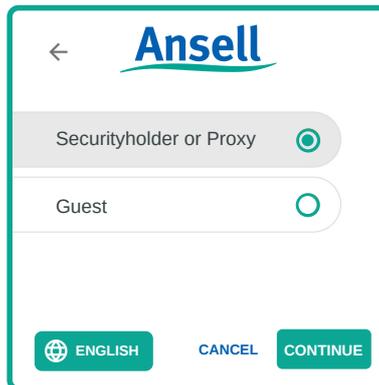


The screenshot shows the Ansell mobile app login screen. At the top is the Ansell logo and a back arrow. Below it are two radio button options: 'Securityholder or Proxy' (which is selected) and 'Guest'. At the bottom, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.



The screenshot shows the login form for a shareholder. It has the Ansell logo at the top. Below are two input fields: 'SRN or HIN' and 'Postcode or Country code'. At the bottom is a large green 'LOGIN' button.

To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

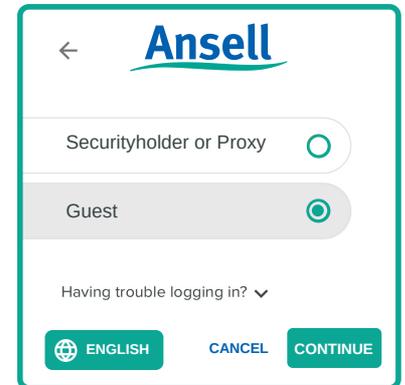


The screenshot shows the Ansell mobile app login screen. At the top is the Ansell logo and a back arrow. Below it are two radio button options: 'Securityholder or Proxy' (which is selected) and 'Guest'. At the bottom, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.



The screenshot shows the login form for a proxyholder. It has the Ansell logo at the top. Below are two input fields: 'SRN or HIN' and 'Postcode or Country code'. At the bottom is a large green 'LOGIN' button.

To register as a guest, select 'Guest' and enter your name and email address.



The screenshot shows the Ansell mobile app login screen. At the top is the Ansell logo and a back arrow. Below it are two radio button options: 'Securityholder or Proxy' and 'Guest' (which is selected). Below the options is a link 'Having trouble logging in?' with a dropdown arrow. At the bottom, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.



The screenshot shows the login form for a guest. It has the Ansell logo at the top. Below are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom, there are three buttons: 'ENGLISH' with a globe icon, 'CANCEL', and 'CONTINUE'.

4 Once logged in, you will see the home page, which displays the meeting title and instructions.



The screenshot shows the Ansell mobile app home page. At the top are navigation icons for 'HOME', 'MESSAGING', and 'VOTING'. Below is the Ansell logo. The main content area has a 'Welcome' heading, followed by 'Watching the meeting' instructions. At the bottom, there is a 'BROADCAST' button with a play icon and an upward arrow.

5 On a desktop/laptop device the webcast will appear at the side automatically. On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.

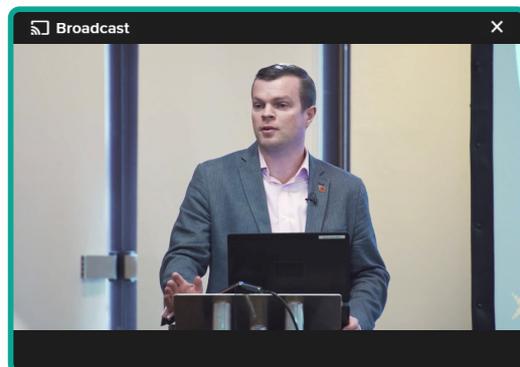


The screenshot shows the Ansell mobile app interface during a live broadcast. At the top, there is a 'Broadcast' header with a play icon. Below is a video player showing a man in a suit speaking at a podium. At the bottom, there is a 'REQUEST TO SPEAK' button with a microphone icon.

6 During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



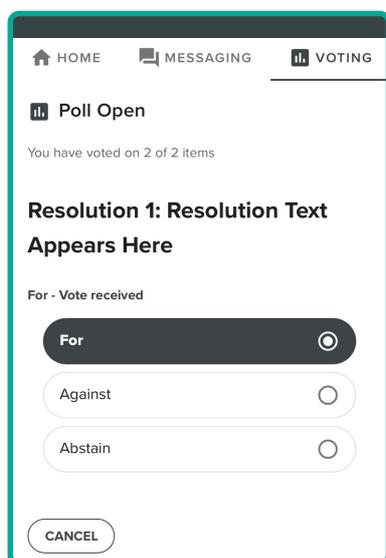
7 Desktop/laptop users can watch the webcast full screen, by selecting the full screen icon . To reduce the webcast to its original size, select the X at the top of the broadcast window.



8 For shareholders and appointed proxies only. When the Chair declares the poll open:

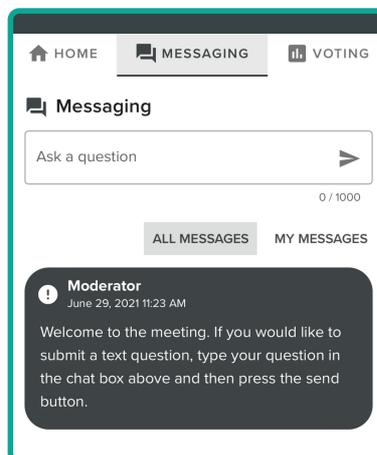
- A voting icon  will appear on screen and the meeting resolutions will be displayed
- To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



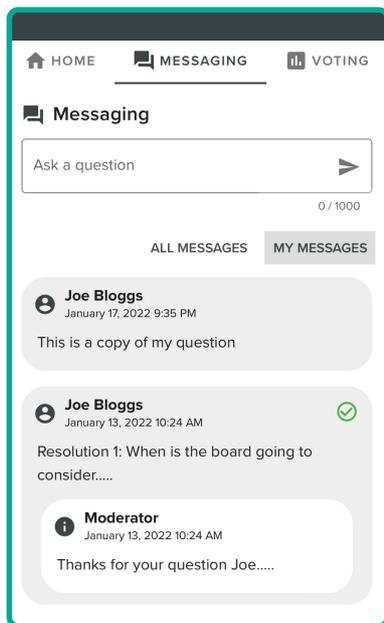
9 For shareholders and appointed proxies only. To ask a written question, tap on the messaging icon , type your question in the chat box at the top of the screen and select the send icon .

Confirmation that your message has been received will appear.



10 For shareholders and appointed proxies only. Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

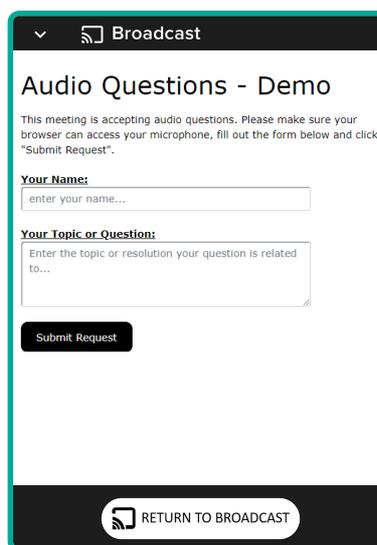
A copy of your sent questions, along with any written responses from the meeting team, can be viewed by selecting 'my messages'.



11 For shareholders and appointed proxies only. To ask a question orally:

- Click on the 'Request to speak' button at the bottom of the broadcast window
- Confirm your details
- Click 'Submit Request'
- Follow the audio prompts to connect

You will hear the meeting while you wait to ask your question.



Icon descriptions

 **Home tab** - Displays meeting instructions and audio questions link

 **Messaging tab** - Submit written questions or comments

 **Voting tab** - View and select voting options. Only visible once the chair opens voting

 **Documents tab** - View documents relating to the meeting, if available

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATF	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserrat	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island	HTI	Haiti	NER	Niger	TON	Tonga
BWA	Botswana	HUN	Hungary	NFK	Norfolk Island	TTO	Trinidad & Tobago
CAF	Central African Republic	IDN	Indonesia	NGA	Nigeri	TUN	Tunisia
CAN	Canada	IMN	Isle Of Man	NIC	Nicaragua	TUR	Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory	NLD	Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
COK	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZE	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZIM	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		