



COMPANY SECRETARY'S OFFICE

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12 December 2014

The Manager
ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

**Orica Limited – 2014 Notice of Annual General Meeting and
Shareholder Voting Form**

In accordance with the Listing Rules, I attach a copy of Orica's 2014 Notice of Annual General Meeting and Shareholder Form for release to the market.

Yours sincerely

A handwritten signature in blue ink, appearing to read "Chris Hansen".

Chris Hansen
Company Secretary



Orica Limited
ABN 24 004 145 868
Registered Office
Level 3
1 Nicholson Street
East Melbourne Vic 3002
Australia

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Orica Limited will be held in the Touring Hall, Melbourne Museum, 11 Nicholson Street, Carlton, Victoria on Thursday, 29 January 2015 at 10.30am.

Ordinary Business

1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the financial report, directors' report and auditor's report for the year ended 30 September 2014.

2 Election of Directors

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

- 2.1 That Nora Scheinkestel, who retires in accordance with Rule 58.3 of the Company's Constitution, being eligible and offering herself for re-election, is re-elected as a Director.
- 2.2 That Craig Elkington, a Director appointed by the Board since the last Annual General Meeting of the Company who retires in accordance with Rule 47 of the Company's Constitution, being eligible and offering himself for election, is elected as a Director.

Details of the persons seeking re-election and election are set out in the Explanatory Notes to this Notice of Meeting.

3 Adoption of Remuneration Report

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

To adopt the remuneration report for the year ended 30 September 2014.

The Remuneration Report is set out on pages 25 to 46 of the Annual Report.

4 Grant of performance rights to Managing Director under the Long Term Incentive Plan

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

That approval be given to the issue to Managing Director, Mr Ian Smith, of up to 210,000 performance rights under Orica's Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.

5 Grant of performance rights to Executive Director Finance under the Long Term Incentive Plan

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

That approval be given to the issue to Executive Director Finance Mr Craig Elkington, of up to 55,000 performance rights under Orica's Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.

Voting exclusion statement (ASX Listing Rules and Corporations Act) applicable to resolutions 3, 4 and 5:

No vote may be cast on resolution 3 by or on behalf of any of the Company's key management personnel (**KMP**) (whose remuneration details are included in the Remuneration Report) or their closely related parties.

The Company will disregard any votes cast on resolutions 4 and 5 by Mr Smith (and any of his associates) and by Mr Elkington (and any of his associates).

Further, no vote may be cast on resolutions 3, 4 and 5 by any of the Company's KMP (at the date of the meeting), or their closely related parties, that is appointed as a proxy. However, these restrictions will not apply where a vote is cast by:

- a) a person (identified above) as proxy for a person who is entitled to vote, provided that the vote is cast in accordance with a direction on the proxy form; or
- b) the Chairman of the meeting (who may be a KMP) as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to exercise the undirected proxies as the Chairman decides (even if the resolution is connected, directly or indirectly, with the remuneration of a KMP).

IMPORTANT: IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY

If you appoint the Chairman of the AGM as your proxy or the Chairman is appointed by default and you do not direct your proxy how to vote on resolutions 3, 4 or 5, you will be expressly authorising the Chairman of the AGM to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of resolutions 3, 4 and 5.

By order of the Board
Chris Hansen

Company Secretary
20 November 2014

VOTING ENTITLEMENT

The Board has determined that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7.00pm on Tuesday, 27 January 2015.

Explanatory Notes to Shareholders

Item 1 – Financial Statements and Results

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the financial report (which includes financial statements, notes to the financial statements and directors’ declaration), the directors’ report and the auditor’s report to be laid before the Annual General Meeting. The Constitution of Orica Limited (“Orica”) provides for these reports to be received and considered at the Meeting.

There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the financial report, the directors’ report or the auditor’s report. Shareholders will, however, be given a reasonable opportunity to ask questions and make comments on these reports, and on the business, operations and management of Orica.

Item 2 – Election of Directors



Nora Scheinkestel Ph D, LLB (Hons), FAICD, Centenary Medal

Non-executive Director since August 2006. Chairman of the Human Resources and Compensation Committee and a member of the Board Audit and Risk Committee and the Corporate Governance and Nominations Committee.

Director of Telstra Corporation Limited (2010 -) and Macquarie Atlas Roads Limited (2014 -).

Dr Scheinkestel is an experienced company director having served in a wide range of industry sectors and in the public, government and private spheres. Dr Scheinkestel is also an associate professor at the Melbourne Business School at Melbourne University and a member of the Takeovers Panel. Dr Scheinkestel was awarded the Centenary Medal for services to business leadership.

Dr Scheinkestel’s executive background is as a senior banking executive in international and project financing, responsible for the development and financing of major projects in Australasia and South East Asia. Her current consulting practice assists government, corporate and institutional clients in areas such as corporate governance, strategy and finance.



Craig Elkington BBus (Acc), CPA

Craig Elkington was appointed Chief Financial Officer of Orica Limited in October 2013. Previously, Mr Elkington was Executive Global Head of Mining Services.

Mr Elkington joined Orica in 1994 and moved from corporate accounting responsibilities to several senior finance, commercial and executive roles across the Orica Group. In 2008, Craig was appointed President of Orica Mining Services, North America based in Denver before returning to Melbourne.

The Board has considered the performance of the retiring director standing for re-election and the Corporate Governance and Nominations Committee has reviewed the skills, knowledge, experience and diversity represented on the Board.

The Board recommends to shareholders the re-election of Dr Scheinkestel.

Mr Elkington, having recently been appointed to the Board, has not participated in the review process. The Board recommends the election of Mr Elkington.

Item 3 – Remuneration Report

Shareholders will be given the opportunity to comment on and ask questions about the Remuneration Report which is included in Orica's Annual Report 2014.

The 2014 Remuneration Report highlights:

- a governance framework that underpins remuneration decision-making;
- the remuneration policy and structure adopted by the Board that encourages Orica's performance-based culture by making a significant proportion of total target remuneration 'at risk' against performance;
- the strong link between Orica's financial performance and the level of reward;
- the past and current performance conditions that must be met for executives to derive value from the 'at risk' components of their remuneration.
- the elements of remuneration of the non-executive Directors, the Managing Director, the Executive Director Finance and those senior executives required to be disclosed for the 2014 financial year; and
- key changes to the Executive Remuneration Framework for FY2015 and onwards.

The vote on this item is advisory only and will not bind the Directors or Orica. However, the Board takes into account feedback from our shareholders in relation to our remuneration strategy, including the discussion and vote on this resolution, when considering the future remuneration arrangements of the Company.

As a result of amendments to the Corporations Act, known generally as the "two strikes rule", the Board wishes to draw to the attention of shareholders that the result of the vote on this item may affect next year's Annual General Meeting. Notwithstanding that this resolution only requires a 50% majority of those voting to be passed, if 25% or more of the votes cast on this resolution are "against", and if this is repeated at the next meeting a resolution to spill the board will be put to shareholders as required by the Corporations Act.

The Board recommends that you vote in favour of this non-binding ordinary resolution.

Items 4 and 5 – Grant of shares to the Executive Directors under the Long Term Incentive Plan ("LTIP")

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. Accordingly, shareholders are asked to approve the grant of performance rights (**Rights**) under the FY15 Long Term Incentive Plan (LTIP) offer for the Managing Director and Executive Director Finance.

The Board believes that it is in shareholders' interests to provide the Managing Director and the Executive Director Finance with an equity-based long-term incentive to ensure there is alignment between satisfactory returns for shareholders and the rewards for the Executive Directors by linking an appropriate part of the executive's reward to the generation of long term returns for shareholders.

The long-term incentive, for which shareholder approval is being sought, is a key element in the Executive Remuneration Framework offered to the Managing Director and the Executive

Director Finance. This Remuneration Framework is designed to attract, motivate, reward and retain executives through a remuneration approach that is globally relevant, competitive, aligns with shareholder interests and has a high perceived value.

Orica is introducing LTIP for senior management, including the Executive Directors, to replace the loan-based Long Term Equity Incentive Plan (LTEIP) that was previously offered.

Under LTIP, the long-term incentive component of remuneration will take the form of an annual grant of Rights. The Rights are measured against two performance conditions over a three-year period, namely: Orica's Relative Total Shareholder Return (TSR) compared to constituents of the S&P / ASX 100 at the grant date; and Return on Capital (ROC).

The intent of LTIP is to deliver a target earnings opportunity of 100% of Fixed Annual Remuneration (FAR) to Mr Smith and 70% of FAR to Mr Elkington.

This represents no change in the earnings opportunity to Mr Smith as compared to shares allocated under LTEIP in February 2014, and represents an increase in the earnings opportunity to Mr Elkington that reflects Orica's re-positioning of remuneration for Executives other than the Managing Director to increase the market-competitiveness of performance-based pay.

Rights will be granted annually at the Volume Weighted Average Price of shares (face value) prior to grant based on a total dollar value of rights equivalent to 150% of FAR for Mr Smith and 100% of FAR for Mr Elkington. These total dollar amounts have been set to deliver the target earnings opportunity in fair value terms taking into account a number of factors including the probability of achieving performance metrics, share price movements, payment of dividends, and the time value of money.

Further details of Mr Smith's and Mr Elkington's remuneration package are set out in the Remuneration Report on pages 25 to 46 of the Annual Report.

| | |
|-------------------------|---|
| Date of grant | If shareholder approval is obtained, it is expected that the grant of Rights will be made in February 2015, but in any event no later than 12 months after this Annual General Meeting. |
| Number of Rights | <p>Grant to Mr Smith</p> <p>The value of Mr Smith's annual long term incentive participation is determined by reference to a percentage (150%) of his fixed annual remuneration (FAR).</p> <p>It is anticipated that this percentage will equate to a target earnings opportunity equivalent to 100% of Mr Smith's FAR on an accounting fair value basis.</p> <p>Shareholders are asked to approve the grant of up to 210,000 Rights in Orica to the Managing Director. The actual number of Rights to be allocated will be determined by dividing Mr Smith's long term incentive participation value (as a percentage of FAR) by the volume weighted average price (VWAP) of Orica shares during the 5 trading days of the first complete week (Monday to Friday) following the Annual General Meeting.</p> <p>By way of an example, if the VWAP of the Company's ordinary shares in the week following the Annual General Meeting is \$20, then Mr Smith would be granted 187,500 Rights.</p> <p>The actual number of Rights to be granted to Mr Smith will only be known at the time of grant. However, no Rights will be granted in excess of the maximum number approved by shareholders.</p> <p>Grant to Mr Elkington</p> <p>The value of Mr Elkington's annual long term incentive participation is determined by reference to a percentage (100%) of his FAR.</p> <p>It is anticipated that this percentage will equate to a target earnings opportunity equivalent to 70% of Mr Elkington's FAR, which is an increase to fair value of awards previously provided under LTEIP on an accounting fair value basis.</p> <p>Shareholders are asked to approve the grant of up to 55,000 Rights in Orica to the Executive Director Finance. The actual number of Rights to be allocated will be determined by dividing Mr Elkington's long term incentive participation value (as a percentage of FAR) by the VWAP of Orica shares during the 5 trading days of the first complete week (Monday to Friday) following the Annual General Meeting.</p> <p>The actual number of Rights to be granted to Mr Elkington will only be known at the time of grant. However, no Rights will be granted in excess of the maximum number approved by shareholders.</p> |

Performance conditions (for vesting of Rights)

The Rights are subject to two performance hurdles: TSR and ROC.

TSR

50% of the Rights granted are subject to Orica's relative TSR when ranked against the constituents of the S&P ASX 100 Index (with no exclusions) over the performance period.

The constituents of the S&P ASX 100 index will be confirmed as at the grant date of the Rights.

Rights subject to TSR will vest according to the schedule below.

| Orica's TSR percentile ranking (against comparator group) | % of Rights subject to TSR vesting |
|--|---|
| Below 50 th percentile | No vesting |
| 50 th percentile | 50% of Rights vest |
| Between 50 th and 75 th percentile | Straight line vesting between 50% and 100% of Rights vest |
| 75 th percentile or above | 100% of Rights vest |

As noted in the table above, straight line vesting will occur for performance between the 50th and 75th percentile ranking (rounded to one decimal place). For example, TSR performance at the 59th percentile will result in 68% of rights subject to the TSR performance condition vesting.

No Rights will vest for this measure should Orica's TSR ranking be below the 50th percentile over the performance period.

ROC

50% of the Rights granted are subject to a hurdle based on average ROC performance.

ROC is defined as EBITDA divided by Enterprise Value

Where:

EBITDA = Earnings Before Depreciation, Amortisation, net borrowing costs and Tax; and

Enterprise Value = Total Shareholders' Equity + Net Debt (at end of year)

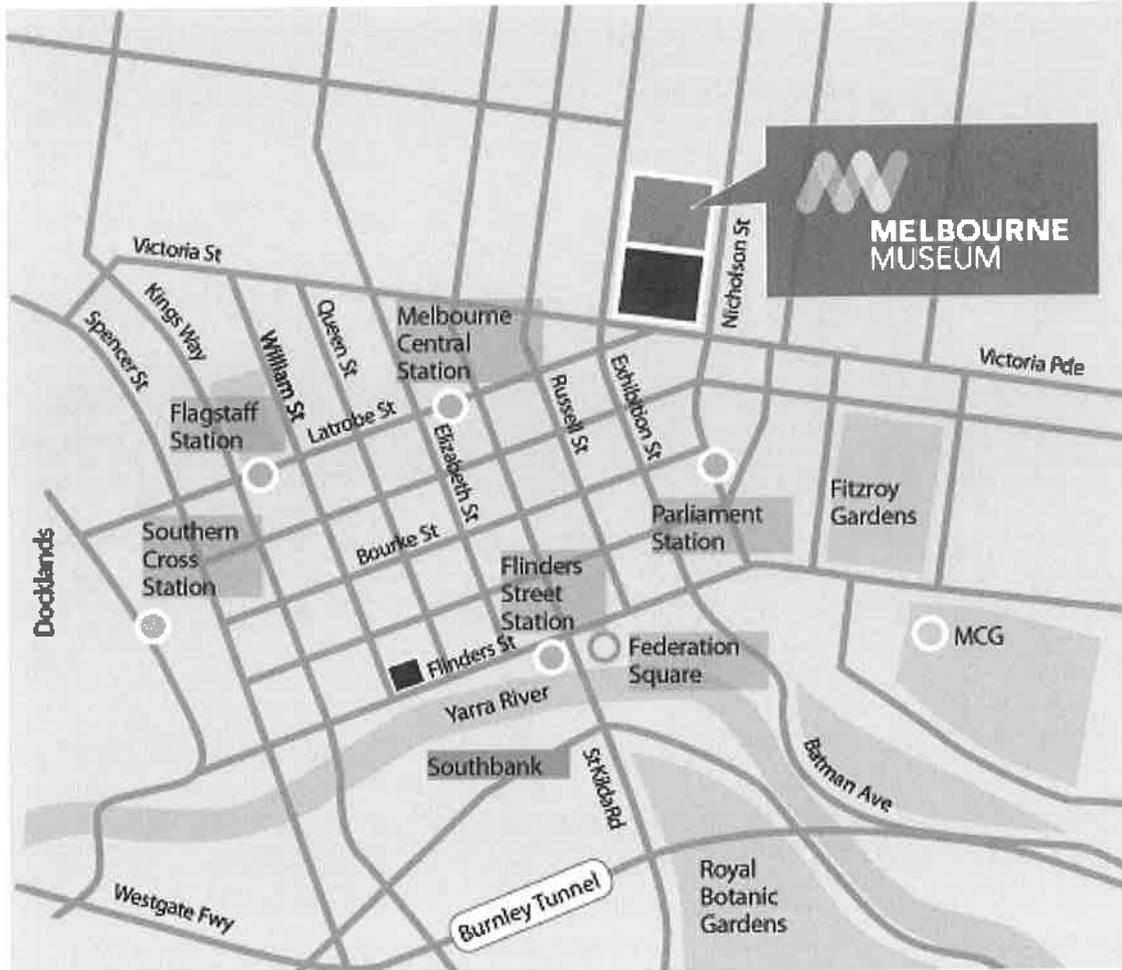
ROC will be determined for each of the three years of the performance period and then averaged across the three years to determine the number of Rights that may vest in relation to this performance condition. The Board has retained discretion to adjust ROC in exceptional circumstances for individually material items that may otherwise distort the average ROC outcome.

Rights subject to ROC will vest according to the schedule below:

| | <table border="1"> <thead> <tr> <th>ROC performance (3 year average)</th> <th>% of Rights subject to ROC vesting</th> </tr> </thead> <tbody> <tr> <td>Below 15%</td> <td>No vesting</td> </tr> <tr> <td>At 15%</td> <td>25% of Rights vest</td> </tr> <tr> <td>Between 15% and 30%</td> <td>Straight line vesting between 25% and 100% of Rights vest</td> </tr> <tr> <td>At or above 30%</td> <td>100% of Rights vest</td> </tr> </tbody> </table> <p>ROC will be rounded to one decimal place and straight line vesting will be granted between 15% and 30% average ROC performance (for example, average ROC growth of 20.2% will result in 51% of Rights subject to ROC vesting).</p> <p>No Rights will vest for this measure should average ROC not equal or exceed 15% over the 3 year performance period.</p> | ROC performance (3 year average) | % of Rights subject to ROC vesting | Below 15% | No vesting | At 15% | 25% of Rights vest | Between 15% and 30% | Straight line vesting between 25% and 100% of Rights vest | At or above 30% | 100% of Rights vest |
|---|--|---|---|-----------|------------|--------|--------------------|---------------------|---|-----------------|---------------------|
| ROC performance (3 year average) | % of Rights subject to ROC vesting | | | | | | | | | | |
| Below 15% | No vesting | | | | | | | | | | |
| At 15% | 25% of Rights vest | | | | | | | | | | |
| Between 15% and 30% | Straight line vesting between 25% and 100% of Rights vest | | | | | | | | | | |
| At or above 30% | 100% of Rights vest | | | | | | | | | | |
| Performance period and vesting | The Rights are subject to a three year performance period commencing from the start of FY2015 (i.e. 1 October 2014). Any Rights which do not vest following testing of the performance conditions at the end of the performance period will lapse. | | | | | | | | | | |
| Cessation of employment | <p>If the Managing Director or Executive Director Finance resigns from the Group or is terminated for cause during the performance period, in general, their Rights are forfeited and they will have no further interest in the Rights.</p> <p>Unless the Board determines otherwise, if employment ceases in any other circumstance, the Managing Director and Executive Director Finance would retain all of the Rights with the performance conditions being tested at the end of the performance period to determine the number of Rights which may vest at this time (if any).</p> | | | | | | | | | | |
| Allocation of Shares | Following testing of the applicable performance conditions and determination of the vesting level of the Rights, one fully-paid ordinary share in Orica will be allocated to each Right which vests. | | | | | | | | | | |
| Price payable for the Rights | No amount will be payable by the participant in respect of the grant, or on the vesting of the Rights. | | | | | | | | | | |
| Trading restrictions | Shares allocated on the vesting of Rights will not be subject to any additional trading restrictions on dealing. Executive Directors will be required to comply with Orica's 'Guidelines for dealing in securities' in respect of any LTIP shares subsequently sold. | | | | | | | | | | |

| | |
|---|---|
| Application of Malus Standard | <p>The terms of the LTIP contain the ability for the Board to apply Orica's 'Malus Standard'. This Standard provides the Board with the ability to reduce or deny granted but unvested awards in the case of:</p> <ul style="list-style-type: none"> (a) a material misstatement in financial results; (b) behaviour that brings Orica into disrepute or has the potential to do so; (c) serious misconduct by any participant; or (d) any other circumstance, which the Board has determined in good faith. |
| Other required information – ASX Listing Rules | <p>The Managing Director and Executive Director Finance are the only current Directors of Orica entitled to participate in the LTIP.</p> <p>The LTIP replaces the LTEIP which was previously offered to the Managing Director and Executive Director Finance. As this is the first time Directors will be participating in a grant of Rights under the LTIP, no Rights have been granted to the Managing Director and Executive Director Finance under this Plan.</p> <p>There is no loan scheme in relation to the grant of Rights under the LTIP.</p> |

The Board, other than the Managing Director and Executive Director Finance, who have an interest in resolution 4 and 5, recommends that shareholders vote in favour of resolutions 4 and 5.



Public Transport Options

- Tram 86 or 96 to corner of Nicholson and Gertrude Streets
- Free City Circle Tram to Victoria Parade
- City loop train to Parliament Station
- Bus routes 250, 251 and 402 to Rathdowne Street
- Melbourne Visitor Shuttle to stop No. 5 (Melbourne Museum and Carlton Gardens).

Undercover parking is available, subject to availability (charges apply). Entry is via Rathdowne or Nicholson Street and is open from 6am to midnight.

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PROXY FORM

I/We being a member(s) of ORICA Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 29 January 2015 at the Touring Hall, Melbourne Museum, 11 Nicholson Street, Carlton, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4 and 5: If you appoint the Chairman of the AGM as your proxy or the Chairman is appointed by default, and you do not direct your proxy how to vote on Resolutions 3, 4 or 5, you will be expressly authorising the Chairman of the AGM to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to vote undirected proxies in favour of Resolutions 3, 4 and 5.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 2.1
Re-election of Dr Nora Scheinkestel as a Director

| For | Against | Abstain* |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 2.2
Election of Mr Craig Elkington as a Director

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 3
Adoption of the Remuneration Report

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 4
Grant of Performance Rights to Managing Director under the Long Term Incentive Plan

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 5
Grant of Performance Rights to the Executive Director Finance under the Long Term Incentive Plan

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

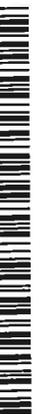
Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ORI PRX401B



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

Default to Chairman of the Meeting

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted as set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 27 January 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au/orica

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:
ORICA Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:
+61 2 9287 0309



by hand:
delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**