

ASX RELEASE

23 SEPTEMBER 2020

UNMARKETABLE PARCEL SHARE SALE FACILITY

Melbourne: Orica (ASX: ORI) advises that it is establishing an opt-out share sale facility (**Facility**) for shareholders that hold Orica shares to the value of \$500 or less (**Small Parcel**).

The Facility will be open to all shareholders holding 30 or less Orica shares, based on the closing price of Orica shares on the ASX of \$16.26 on 18 September 2020 (**Record Date**).

Orica is providing the Facility to enable Small Parcels to be sold without the shareholder incurring any brokerage or handling costs.

In accordance with the ASX Listing Rules and Orica's constitution, a copy of the letter and Share Retention Form being sent to eligible shareholders is attached.

Shareholders with a Small Parcel are not obliged to sell their shares. However, they will need to opt out of the Facility by returning the Share Retention Form by no later than 5.00pm (Melbourne time) on 5 November 2020 or their shares will be automatically sold for them.

Eligible shareholders wishing to participate in the Facility and have their shares sold by Orica do not need to take any action.

Key Dates

Event	Date
Record Date	7.00pm (Melbourne time), 18 September 2020
Letter sent to eligible shareholders	23 September 2020
Closing date for receipt of Share Retention Form	5.00pm (Melbourne time) 5 November 2020
Estimated payment date	As soon as practicable after 24 November 2020

Orica may modify these dates or suspend or terminate the Facility. Any modification, suspension or termination will be notified to shareholders through an announcement to the ASX.

END.

ANALYST CONTACT

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ABOUT ORICA

Orica (ASX: ORI) is the world's largest provider of commercial explosives and innovative blasting systems to the mining, quarrying, oil and gas and construction markets, a leading supplier of sodium cyanide for gold extraction, and a specialist provider of ground support services in mining and tunnelling.

For more information about Orica, visit: www.orica.com



ABN 24 004 145 868

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 301 253
From outside Australia: +61 1300 301 253
ASX Code: ORI
Website: www.linkmarketservices.com.au

SRN/HIN:

Number of Shares held as at
the Record Date, 7:00pm (AEST)
on 18 September 2020:

IMPORTANT NOTICE

Please return this slip if you do **NOT** wish your Shares in Orica Limited to be sold. If you do not understand this notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your shareholding in Orica Limited ("ORI") you must detach this slip and return it to ORI's Registry, so that it is received no later than 5:00pm (AEST), on 5 November 2020. Slips may be mailed or delivered to the addresses below.

Mailing Address

Orica Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

**THIS FORM MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED
BY NO LATER THAN 5:00PM (AEST) ON 5 NOVEMBER 2020**

If you require further information regarding this form, please contact the Orica Limited Information Line on 1300 301 253 (within Australia) or +61 1300 301 253 (from outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach

SRN/HIN:



RETENTION SLIP

I/We the shareholder(s) described above by returning this retention slip, hereby give notice that I/we wish to retain my/our shareholding in Orica Limited.



DO NOT SELL MY SHARES

CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name

23 September 2020

**THIS LETTER CONTAINS IMPORTANT INFORMATION ABOUT YOUR ORICA
SHAREHOLDING AND REQUIRES YOUR IMMEDIATE ATTENTION**

Dear Shareholder,

Unmarketable Parcel Share Sale Facility

I am writing to advise you that Orica Limited (**Orica**) has established an Unmarketable Parcel Share Sale Facility (**Facility**) for shareholders that hold Orica shares to the value of \$500 or less (a **Small Parcel**).

Our records show that you held a Small Parcel of 30 or less Orica shares, based on the closing price of Orica shares on the ASX of \$16.26 on 18 September 2020 (**Record Date**).

Orica recognises that there are many shareholders who hold a Small Parcel but may find it difficult or not cost effective to sell their shares. This Facility provides eligible shareholders with a convenient way to sell their shares, without incurring brokerage or handling costs, and also enables Orica to reduce the substantial costs associated with administering many small shareholdings.

Shares will be sold on the ASX in the ordinary course of trading at the prevailing market price. Orica will pay all brokerage and handling costs of the sale for holders of a Small Parcel who use the Facility. Any tax consequences arising from the sale will remain your responsibility.

The price you will receive for each of your Orica shares will be the average price of every share sold on the ASX under the Facility. All holders of a Small Parcel who are participating in the Facility will receive the same price per share and the payment for your holding will be the sale price multiplied by the number of your shares sold. As the sale price is an average, the proceeds that you receive may be more or less than the actual price received by the broker for the sale of your shares.

As Orica has previously mandated that all payments to shareholders are to be made via direct credit to their nominated bank account, please ensure your bank account details are up to date with Orica's share registry, Link Market Services Limited (**Link**), if you intend to participate in the Facility. You can update your banking and personal details with Link by logging in to your holding on Link's investor centre at <https://www.linkmarketservices.com.au> using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to securely access your shareholder account. Alternatively, you can call Link on 1300 301 253 (within Australia) or +61 1300 301 253 (from overseas).

Key Dates

A summary of key dates in relation to the Facility is set out below:

Record Date	7.00pm (Melbourne time), 18 September 2020
Despatch of Letter to holders of Small Parcels	23 September 2020
Last date for receipt of Share Retention Form (Closing Date)	5.00pm (Melbourne time) 5 November 2020

Estimated payment date

As soon as practicable after 24 November 2020

Orica may modify these dates or suspend or terminate the Facility. Any modification, suspension or termination will be notified to shareholders through an announcement to the ASX.

What do you need to do if you wish Orica to sell your Small Parcel?

You do not need to take any action other than to continue to hold a Small Parcel as at the Closing Date. Your shares will be sold through the Facility after the Closing Date and the proceeds of the sale paid to you in accordance with the timetable.

What do you need to do if you wish to retain your Small Parcel?

If you wish to retain your Orica shares, you must complete the attached Share Retention Form and ensure it is received by Link before the Closing Date, being 5.00pm (Melbourne time) on 5 November 2020.

Important Notices

Orica makes no recommendation as to whether you should participate in the Facility. You are encouraged to seek advice from your legal or financial adviser if you are unsure about what to do in response to this notice.

The market price of shares is subject to change from time to time. Current information on the price of Orica shares is available on the ASX website www.asx.com.au or at www.orica.com.

The attached Information Sheet provides further information about the Facility. If you have any further questions about the Facility please contact Link's Information Line on +61 1300 301 253 .

Yours sincerely

The image shows two handwritten signatures in blue ink. The signature on the left is 'Erin O'Connor' and the signature on the right is 'Kirsten Anderson Llewellyn'. Both signatures are written in a cursive, flowing style.

Erin O'Connor & Kirsten Anderson Llewellyn
Company Secretary

ORICA UNMARKETABLE PARCEL SALE FACILITY – INFORMATION SHEET

What is an Unmarketable Parcel?

An "Unmarketable Parcel" is defined by the ASX Listing Rules as a shareholding with a market value of less than \$500.

Why is Orica offering the Facility?

The Facility will assist holders with a small number of shares who would find it difficult or expensive to dispose of those shares through the usual means. Additionally, the administrative costs for Orica of producing and distributing shareholder communications and maintaining small holdings on the register through registry fees can be disproportionately high when compared to the dollar value of small holdings.

Does Orica have the authority to sell my shares?

Under ASX Listing Rule 15.13 and rule 85 of Orica's constitution, Orica is permitted to sell Small Parcels, unless a shareholder elects to retain their shares before the Closing Date.

When will my shares be sold under the Facility?

The shares will be sold as soon as practicable after the Closing Date.

Can I purchase more shares so my shares won't be sold?

If you increase your holding so that the value of your Orica shares is more than \$500 at the Closing Date, then Orica will not sell your shares under the Facility. However, you are under no obligation to increase your holding to prevent your shares being sold. You may opt-out of the Facility by simply returning the Share Retention Form by the Closing Date.

What if I hold multiple Small Parcels?

If you hold multiple holdings that, in isolation, are deemed to be Small Parcels, but when aggregated would constitute a parcel worth more than \$500, you can contact Link to have those holdings merged into one holding so that this is reflected on the register before the Closing Date. If you do not do this, each of your holdings will be treated as a separate Small Parcel.

What if Orica's share price changes between the Record Date and Closing Date?

If Orica's share price on the ASX increases between the Record Date and Closing Date such that at the Closing Date the value of your shares is greater than \$500, your shares will not be sold under the Facility and you will continue to retain your shares.

When and how will I receive sale proceeds?

The proceeds from the sale of your shares will be paid to you as soon as practicable after the completion of the Facility. The expected payment date is as soon as practicable after 24 November 2020 and in any event within eight weeks of the Closing Date. The payment will be made into the bank account nominated by you to Link.

Please ensure your account details are up to date with Link if you intend to participate in the Facility. You can update your banking and personal details with Link by logging in to your holding on Link's investor centre at <https://www.linkmarketservices.com.au> or by calling them on 1300 301 253 (within Australia) or +61 1300 301 253 (from overseas).