

2019

ANNUAL GENERAL MEETING

17 DECEMBER 2019

MALCOLM BROOMHEAD, CHAIRMAN
ALBERTO CALDERON, MANAGING DIRECTOR & CEO



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CHAIRMAN'S ADDRESS



MALCOLM BROOMHEAD, CHAIRMAN

2019 AGM

Improving our core business capability and advancing our market-leading, technology-led innovations

2019 AGM

A more resilient business







CEO'S ADDRESS



ALBERTO CALDERON, MANAGING DIRECTOR AND CEO

2019 AGM

The most important thing is that we all return home, safely, every day

Continued momentum in profitable growth

Growth drivers are delivering

Strong performance across all Regions and improvement in manufacturing operations

New technologies passed important commercial milestones

Ongoing strong performance of our GroundProbe business

Significant improved results of our Minova business

2019 AGM

A positive and engaged workforce



Growth in our core remains positive, underpinned by further penetration of our technology solutions



RESOLUTIONS



MALCOLM BROOMHEAD, CHAIRMAN

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 2019.

Election of Directors

Maxine Brenner

Gene Tilbrook

Karen Moses

Boon Swan Foo

2.1 Re-election of Maxine Brenner as a Director

That Maxine Brenner, who retires in accordance with Rule 58.1 of the Company's constitution, being eligible and offering herself for re-election, is re-elected as a Director.

Proxy votes by resolution

RESOLUTION 2.1

To re-elect Director Maxine Brenner

- **For** **266,812,800**
- **Against** **13,733,693**
- **Open** **1,862,171**

Percentage of votes in favour or open = 95.14%

2.2 Re-election of Gene Tilbrook as a Director

That Gene Tilbrook, who retires in accordance with Rule 58.1 of the Company's constitution, being eligible and offering himself for re-election, is re-elected as a Director.

Proxy votes by resolution

RESOLUTION 2.2

To re-elect Director Gene Tilbrook

- **For** **267,771,266**
- **Against** **12,802,261**
- **Open** **1,886,397**

Percentage of votes in favour or open = 95.47%

2.3 Re-election of Karen Moses as a Director

That Karen Moses, who retires in accordance with Rule 58.1 of the Company's constitution, being eligible and offering herself for re-election, is re-elected as a Director.

Proxy votes by resolution

RESOLUTION 2.3

To re-elect Director Karen Moses

- **For** **233,181,684**
- **Against** **47,353,218**
- **Open** **1,863,864**

Percentage of votes in favour or open = 83.23%

2.4 Election of Boon Swan Foo as a Director

That Boon Swan Foo, a Director appointed by the Board since the last Annual General Meeting, who retires in accordance with Rule 47 of the Company's constitution, being eligible and offering himself for election, is elected as a Director.

Proxy votes by resolution

RESOLUTION 2.4

To elect Director Boon Swan Foo

- **For** **279,840,275**
- **Against** **482,063**
- **Open** **1,877,062**

Percentage of votes in favour or open = 99.83%

3 Remuneration Report

To adopt the Remuneration Report for the year ended 30 September 2019.

Proxy votes by resolution

RESOLUTION 3

Adoption of Remuneration Report

- **For** **251,201,150**
- **Against** **28,936,803**
- **Open** **1,807,543**

Percentage of votes in favour or open = 89.74%

4 Grant of Performance Rights

That approval be given for the Grant of Performance Rights to the Managing Director, Alberto Calderon, under Orica's Long Term Incentive Plan, on the terms summarised in the explanatory notes.

Proxy votes by resolution

RESOLUTION 4

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

- **For** **278,466,322**
- **Against** **2,144,370**
- **Open** **1,790,592**

Percentage of votes in favour or open = 99.24%

5 Increase in Non-Executive Director Fee Pool

That approval be given to increase the maximum aggregate amount of remuneration paid to Non-executive Directors in any year from \$2.5 million to \$2.75 million.

Proxy votes by resolution

RESOLUTION 5

Increase the Non-executive Director Fee Pool

- **For** **270,743,178**
- **Against** **9,863,626**
- **Open** **1,804,319**

Percentage of votes in favour or open = 96.51%

6 Proportional takeover bids

That approval be given to renew the proportional takeover provisions in Rule 86 of the Company's constitution.

Proxy votes by resolution

RESOLUTION 6

Renew the proportional takeover provisions

- For 278,400,550
- Against 1,955,481
- Open 1,901,200

Percentage of votes in favour or open = 99.30%

