DIRECTORS' REPORT – REMUNERATION REPORT

Remuneration Report (audited)

Contents of the Remuneration Report

Section A. Remuneration Governance

A.1 Human Resources and Compensation Committee composition, role and responsibility

The Human Resources and Compensation Committee (Committee) is delegated responsibility by the Board for reviewing and making recommendations on remuneration policies for the Company, including in particular, the policies governing the remuneration of Executives.

Activities of the Committee are governed by its Terms of Reference, which are available on the Company's website at www.orica.com. Amongst other responsibilities, the Committee assists the Board in its oversight of:

- remuneration policy for senior executives;
- level and structure of remuneration for senior executives, including short-term and long-term incentive plans;
- the company's compliance with applicable legal and regulatory requirements in respect of remuneration matters; and
- approval of the allocation of shares and awards under the Long Term Incentive Plan and General Employee Exempt Share Plan.

During financial year 2015, the Committee comprised four Non-Executive Directors: Nora Scheinkestel (Chairman), Ian Cockerill, Lim Chee Onn, who stepped down from the Committee in May 2015, and Maxine Brenner. Russell Caplan, as Company Chairman, also attended all Committee meetings.

A.2 Use of Remuneration Consultants

In providing recommendations to the Committee, management received survey data sourced from external specialists and received external advice on matters relating to remuneration and prevailing regulatory and governance standards from Ernst & Young and 3 Degrees Consulting. No remuneration recommendations were received from Remuneration Consultants as defined under the Corporations Act 2001.

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A.3 Names and positions of Key Management Personnel

Executive Key Management Personnel

The table below lists the executives (Executives) of the Company whose remuneration details are outlined in this Remuneration Report. These Executives, together with the Non-Executive Directors, are defined as Key Management Personnel (KMP) under accounting standards. In this report, Executive KMP refers to the KMP other than the Non-Executive Directors. Non-Executive Directors have oversight of the strategic direction of the Company but have no direct involvement in the day-to-day management of the business.

Particulars of Executives' qualifications, experience and responsibilities are detailed on pages 22 to 23 of the Annual Report.

Name	Role in financial year 2015	Commencement date in role	Country of Residence
Executive Directors			
Alberto Calderon(1)	Managing Director and Chief Executive Officer	19 May 2015	Australia
Executive KMP			
Thomas Schutte	Chief Financial Officer	1 September 2015	Australia
Nick Bowen	Executive Global Head, Mining Services	11 November 2013	Australia
Tony Edmondstone	Executive Global Head, Supply	4 February 2013	Singapore
Richard Hoggard	Executive Global Head, Manufacturing	1 October 2012	Singapore
Former Executive Directors		**Date ceased to hold office**	**Country of residence**
Ian Smith	Managing Director and Chief Executive Officer	23 March 2015	Australia
Craig Elkington(2)	Executive Director Finance	30 September 2015	Australia
Former Executive KMP			
Andrew Larke(3)	Executive Global Head, Chemicals, Strategy & Planning	27 February 2015	Australia

(1) Alberto Calderon was a Non-Executive Director until appointed Interim Managing Director and CEO (Interim CEO) on 23 March 2015. He was appointed Managing Director and CEO on a permanent basis on 19 May 2015.

(2) Craig Elkington resigned on 6 July 2015 as a Director and ceased employment with Orica on 30 September 2015. Thomas Schutte was appointed CFO on 1 September 2015.

(3) Andrew Larke took up the position of CEO of IXOM following completion of the sale of the Chemicals business on 27 February 2015.

The disclosures in this report relate to Executive KMP during financial year 2015. As announced on 27 August 2015, Orica's Operating Model will change with effect from 1 October 2015 reflecting a regionally focused business model supported by central Group functions. As a result, Executive KMP disclosed in the 2016 Remuneration Report will change.

Non-Executive Directors

The Non-Executive Directors who held office during financial year 2015 are set out below:

Name	Role	Commencement date in role	Country of Residence
Current Directors(1)			
Russell Caplan(2)	Non-Executive Director, Chairman	30 January 2014	Australia
Maxine Brenner	Non-Executive Director	8 April 2013	Australia
Ian Cockerill	Non-Executive Director	12 July 2010	South Africa
Lim Chee Onn	Non-Executive Director	12 July 2010	Singapore
Nora Scheinkestel(3)	Non-Executive Director	1 August 2006	Australia
Gene Tilbrook	Non-Executive Director	14 August 2013	Australia
Former Directors		**Date ceased to hold office**	**Country of residence**
Alberto Calderon(4)	Non-Executive Director	19 May 2015	Australia

(1) Dr Martin Parkinson joined the Board on 1 October 2015.

(2) Russell Caplan will retire from the Orica Board on 31 December 2015. Malcolm Broomhead will join the Orica Board on 1 December 2015 and will become Chairman on 1 January 2016.

(3) Nora Scheinkestel will retire from the Board on 1 December 2015.

(4) Alberto Calderon was a Non-Executive Director until appointed Interim CEO on 23 March 2015. He was appointed CEO on a permanent basis on 19 May 2015.

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Section B. Remuneration Policy and Structure

B.1 Remuneration Framework Components

This section outlines the elements of Executive KMP remuneration in financial year 2015, how remuneration is linked to performance and how remuneration outcomes are delivered. It reflects the changes to the Executive Remuneration Framework introduced in financial year 2015.

Orica's 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. It also provides a combination of incentives intended to drive performance against the Company's short and longer term objectives. Orica's Remuneration framework for each Executive comprises three components:

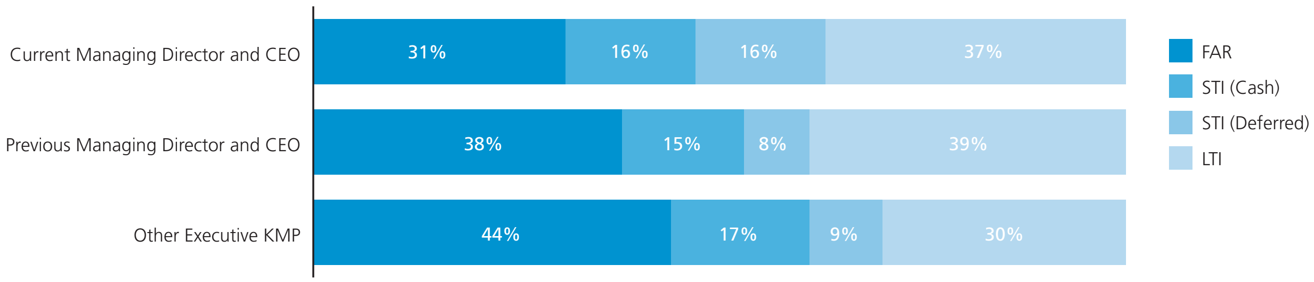
- **Fixed Annual Remuneration (FAR):** salary and other benefits not subject to performance conditions;
- **Short-Term Incentive (STI):** an 'at risk' component, awarded on the achievement of performance conditions over a 12 month period that comprises both a cash component and a component deferred into equity; and
- **Long-Term Incentive (LTI):** an 'at risk' component, awarded on the achievement of performance conditions over a three year period that comprises an equity component only.

Remuneration mix

The Board considers that a significant proportion of Executive remuneration should be 'at risk' to provide alignment with the interests of shareholders and to drive performance against the Company's short and longer term business objectives. The STI and LTI plans only provide material rewards to an Executive if the performance measures of each plan are met.

The graph below shows the target remuneration mix for financial year 2015, based on the earnings opportunity for all Executives excluding the newly appointed CFO[(1)(2)].

A Calderon's total remuneration has a lower fixed component and a higher proportion at risk compared to other KMP and the previous CEO.



(1) Remuneration mix assumes STI at target and a fair value calculation (as per Australian Accounting Standards Board, AASB 2) of the long term incentive (LTI) award at grant using an external valuation from PricewaterhouseCoopers.

(2) Remuneration mix for T Schutte is FAR – 42%, STI (Cash) – 19%, STI (Deferred) – 10% and LTI – 29%.

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B.2 Executive KMP Remuneration policy and structure

Fixed Annual Remuneration

Fixed Annual Remuneration is set to attract and retain Executives with the right talent to achieve results. As such, it is generally set with reference to the market median for listed companies of a comparable market capitalisation to Orica, having regard to an individual's responsibilities, performance, qualifications, skills and experience.

Consideration is also given to business and individual performance and where appropriate, additional sector or industry-specific data is taken into consideration in benchmarking fixed remuneration.

Short-Term Incentive

The Short-Term Incentive Plan is intended to drive performance against the Company's short-term business objectives. STI payments are at risk, subject to the achievement of pre-defined Company and Personal performance hurdles which are set annually by the Board at the beginning of the performance period. Under the plan, Company and Personal objectives operate independently and the weighted result for each is then multiplied together to determine the final STI amount.

In financial year 2015, the mandatory deferral of a proportion of STI paid into Orica shares for a period of 12 months was introduced for Executive KMP. Use of deferral is designed to further align Executive remuneration to shareholders by delivering an increased proportion of remuneration in Orica equity and to provide the ability for entitlements to be forfeited for misconduct if required. Executives generally will forfeit all deferred shares if they cease employment with Orica by reason of resignation or termination for cause during the 12 month deferral period.

What are the STI performance measures?

Each Executive KMP has a set of Company and Personal performance objectives. Company objectives common to all Executive KMP are selected to reflect Orica's focus on people and operational safety, financial performance arising from execution of business strategy and delivery against measures that impact long-term sustainability.

For each component of the STI, three performance levels are set.

- Threshold, below which no STI is paid;
- Target, typically reflects an improvement on historical achievement or a business improvement targeted outcome, in both cases in line with relevant corporate plans and budgets; and
- Maximum, which is materially better than Target.

For financial year 2015, the Company objectives were as follows:

Company objectives	Component	Weighting
Safety, Health and Environment	Reduction in overdue actions arising from major risk assessments, audits and ICAMs below target percentage[(1)]	8.33%
	Improvement in All Worker Recordable Case Rate (AWRCR)[(2)]	8.33%
	Improvement in Process Safety[(3)]	8.33%
Earnings measures	Improvement on previous year's Earnings Before Interest and Taxation (EBIT)[(4)]	12.50%
	Improvement in Net Profit After Tax (NPAT)[(5)]	12.50%
Margin measures	Improvement in Gross Margin percentage	12.50%
	Improvement in Cash Conversion percentage	12.50%
Board discretion	Amount which may be payable, determined at the Board's discretion	25.00%

(1) Incident Cause Analysis Method (ICAM) is Orica's global incident investigation method.
(2) Measures number of recordable cases (using Occupational Safety and Health Administration (USA) guidelines) per 200,000 hours worked by employees and contractors.
(3) Process Safety measure defined as Process Excursions (loss of Containment) = On and Off Site Environmental Impact (Severity 2, 3 and 4 incidents).
(4) For STI purposes EBIT is defined as earnings from Continuing Operations before interest, tax and individually material items.
(5) NPAT is defined as Net Profit After Tax from Continuing Operations before individually material items attributable to shareholders of Orica Limited.

In addition, each Executive is set three equally-weighted Personal objectives specific to their area of influence. A fourth discretionary component (weighted equally with the Personal objectives) is determined at the Board's discretion.

Objectives are approved by the Board at the start of each financial year and are set out in a formal Performance Agreement. Performance is measured over the financial year preceding the STI payment date.

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What can an Executive earn through the STI Plan?

The employment agreements of each Executive specify a target STI, expressed as a percentage of Fixed Remuneration (100% for the MD & CEO, 70% for the CFO and 60% for remaining Executives).

Each objective has a minimum threshold, below which no incentive is paid for that measure, and a maximum limit that caps payment (with a straight line scale applied between threshold and maximum). The Plan design allows for up to 2 times target STI to be earned (i.e., 200% of Fixed Remuneration for the MD & CEO, 140% for the CFO and 120% for remaining Executives) when maximum performance is achieved (125% for Company objectives multiplied by 160% for Personal objectives). An Executive will not be eligible for a payment if their employment is terminated due to misconduct or poor performance, nor in general if they resign before the end of the STI performance period. In limited circumstances, approved by the Board, a participant may be awarded a pro-rata STI payment.

The Board retains an overriding discretion in relation to payments (if any) under the STI Plan, regardless of whether any of the STI performance objectives have been satisfied. Where there is a change of control, the Board also has the discretion to pay some or all of the STI available for that financial year.

Long-Term Incentive (LTI)

The Long Term Incentive Plan (LTIP) is intended to drive performance against the Company's long-term business objectives. The current plan was introduced in financial year 2015, replacing the previous loan-based equity incentive plan (LTEIP). Previously granted but unvested awards under LTEIP remain on foot as detailed in Section D.2. Further information on LTEIP can be found in note 19 to the financial statements.

What are the LTIP performance measures?

Under the LTIP, 50% of the total Rights granted are subject to a Return on Capital (ROC) performance condition and the other 50% are subject to performance against a Relative Total Shareholder Return (RTSR) performance condition. These measures have been selected to align Executives to shareholder interests (RTSR) and return on capital (ROC).

Performance against each of the measures is assessed independently in determining LTIP vesting outcomes. The targets applicable for the financial year 2015 LTIP grants were as follows:

Performance measure	**Performance period (01/10/2014 – 30/09/2017)**	
Return on Capital	**ROC Performance (3 year average)**	**Percentage of performance rights subject to ROC vesting**
ROC is calculated by dividing Orica's EBITDA by Enterprise Value for each year of the relevant performance period.	Below 15%	0%
Return on Capital = EBITDA/Enterprise Value		
EBITDA = Earnings from Continuing Operations Before Depreciation, Amortisation, net borrowing costs and Tax	At 15%	25%
Enterprise Value = Total Shareholders' Equity + Net Debt (at end of each year during the performance period)		
ROC for each of the three years of the performance period is then averaged to determine the overall outcome.	Between 15% and 30%	Straight line between 25% and 100%
ROC is measured at the end of each financial year and averaged following the end of the last financial year of the performance period(1)		
Relative Total Shareholder Return	**Orica RTSR percentile ranking against ASX 100**	**Percentage of performance rights subject to RTSR vesting**
RTSR is calculated by measuring a combination of share price appreciation and dividends re-invested to show the total return to shareholders over the three year performance period. Orica's RTSR is then ranked on a relative basis with the RTSR performance against all companies in the ASX 100 (with no exclusions) at the start of the performance period.	Below 50th percentile	0%
	50th percentile (Target performance)	50%
Orica receives an independent report that sets out Orica's TSR growth and that of each company in the RTSR comparator group.	Between 50th and 75th percentile	Straight line between 50% and 100%
	75th percentile and above (Maximum performance)	100%

(1) Refer to Section C.5 for further detail on the impact of the asset impairment on unvested and future LTI grants.

Performance is measured over a three year performance period. Each performance measure has a minimum level of performance, below which no vesting will occur. If the minimum performance level is not achieved, the Rights subject to this performance measure will be forfeited. The performance condition is only tested once at the end of the performance period. Any Rights that do not vest following testing of the performance conditions at the end of the performance period will lapse.

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What can an Executive KMP earn through the LTI Plan?

As a result of the Executive Remuneration Review in financial year 2014, Orica increased long-term incentive participation levels to reflect a greater weighting of Executive remuneration mix towards longer-term performance objectives and to align grant quantum with market benchmarks. With the introduction of the LTI Plan, the Board took the opportunity to review Orica's LTI allocation methodology which is used to determine the number of Rights to be granted to Executives. For reasons of transparency to shareholders and simpler communication to Executives, a face value allocation methodology was adopted.

Using face value, the actual number of Rights issued to each Executive is determined by dividing their respective LTI potential remuneration (expressed as a percentage of FAR) by the 5 day volume weighted average price (VWAP) of Orica shares at the time of award. The previous LTEIP grants were used as a reference point for establishing the quantum of FY2015 grants to Executives. As the LTEIP and LTIP grants differ in structure, both grants were valued on a fair value basis to enable comparison. The FY2015 grants were then converted using the face value approach discussed above. The number of Rights issued provides Executive KMP, excluding the MD & CEO, a grant opportunity in face value terms of 100% of FAR (estimated 65% fair value equivalent). For the new MD & CEO, the number of Rights to be issued for FY2016 (subject to shareholder approval) will provide a grant opportunity in face value terms of 180% of FAR (estimated 120% fair value equivalent). The fair value equivalents shown above are based on the AASB 2 accounting valuation of the FY2015 grants undertaken by PricewaterhouseCoopers following the date of grant on 23 February 2015.

Each Right entitles the Executive to receive one share in Orica upon vesting. The number of Rights that vest is determined by performance outcomes compared with pre-determined Company performance measures. If an Executive ceases employment with Orica due to resignation or dismissal for misconduct before the vesting date of the Rights, the Rights are forfeited and the Executive receives no benefit. In the case where an Executive ceases employment with Orica for any other reason such as retirement, redundancy, mutually agreed separation, ill-health etc., the cessation of employment provisions of the LTI Plan rules enable the Board to determine the treatment of unvested Rights.

Where there is a change of control, the Board may in its discretion determine the treatment of unvested Rights. If it does not exercise its discretion, a pro-rata number of Rights will vest only to the extent any performance conditions have been met on change of control.

Service Agreements

Remuneration and other terms of employment for Executive KMP are formalised in service agreements. The terms and conditions of employment of each Executive reflect market conditions at the time of their contract negotiation on appointment or subsequently. The material terms of the employment contracts for the current executives are summarised in the table below and subject to applicable law.

Contractual Term	Executives affected	Conditions
Duration of contract	All	Permanent full-time employment contract until notice given by either party.
Notice period to be provided by Executive	All Executive KMP	6 months.
Notice period to be provided by Orica	CEO	6 months. Orica may elect to make payment in lieu of notice. In the event of Orica terminating the service agreement, the CEO will be entitled to receive a termination payment of 6 month's salary in addition to the notice period. Should the CEO's service agreement be terminated by mutual agreement, 6 month's salary is payable (in which case no notice is required to be given).
	Other Executive KMP	13 weeks (26 weeks for T H Schutte). Should the Company wish to terminate any of the other Executive KMP other than the CEO for convenience, the Company must provide the Executive a payment equal to one times their average fixed annual remuneration over the preceding three years.
Post-employment restraints	All Executive KMP	Each of the Executive KMP has also agreed to restraints and non-solicitation undertakings as part of their service agreements, which will apply upon cessation of their employment to protect the legitimate business interests of Orica.

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Malus

A Malus Standard has been introduced which allows the Board to require any Executive to forfeit in full or in part any unvested LTIP or deferred STI award as a result of:

(a) a material misstatement in financial results;

(b) behaviour that brings Orica into disrepute or has the potential to do so;

(c) serious misconduct; or

(d) any other circumstance, which the Board has determined in good faith.

In considering whether any adjustment is necessary in respect of any or all participants, the Board may take into account the individual's level of responsibility, accountability or influence over the action or inaction, the quantum of the actual loss or damage, any impact on Orica's financial soundness, the extent to which any internal policies, external regulations and/or risk management requirements were breached and any other relevant matters.

Minimum Shareholding Guidelines

An Executive Minimum Shareholding Guideline was introduced from 1 January 2015 which requires Executives to build their shareholding so that they have a significant exposure to Orica's share price performance. Executives must accumulate a minimum vested shareholding in Orica equivalent to 50% fixed remuneration (and 100% fixed remuneration for the CEO) over six years from the end of calendar year 2016 for existing employees or from commencement of employment for new appointments. Meaningful progress should be demonstrated over the course of the shareholding period and a progress report will be provided to the Committee on an annual basis. The total shareholding of Executives is shown in the table in Section D.4 of this Report.

Share trading policy

All KMP are required to comply with Orica's 'Guidelines in dealing with Securities' at all times and in respect of all Orica shares held, including, for Executive KMP, shares held under LTEIP or any other employee share plan. Trading is generally only permitted during designated trading windows and subject to pre-clearance. In addition, Executive KMP are prohibited from using any Orica shares as collateral in any margin loan or derivative arrangement.

B.3 Non-Executive Director Remuneration policy and structure

Fees for Non Executive Directors (Directors) are set by reference to a number of relevant considerations including responsibilities and time commitment attaching to the role of Director, the Company's existing remuneration policies, survey data sourced from external specialists, fees paid by comparable companies, and the level of remuneration required to attract and retain directors of the appropriate calibre. There are no additional retirement benefits and Directors do not receive any form of performance based pay.

To create alignment between Directors and shareholders, Directors are required to hold (or have a benefit in) shares in the Company equivalent in value to at least one year's base fees. Such holdings must be acquired over a reasonable time using personal funds and includes shares held in superannuation accounts or other entities controlled by the Director.

The current aggregate fee pool for Directors of $2,500,000 was approved by shareholders at the Company's 2010 Annual General Meeting. The Company pays both superannuation and committee fees to the Directors out of the maximum aggregate fee pool. The table below sets out the elements of Director fees and other benefits.

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Board Fees	Chair of Board[1]	Non-Executive Director
Board	$510,000	$170,000

Committee fees	Chair of Committee	Committee member
Audit and Risk Committee	$45,000	$22,500
Human Resources and Compensation Committee (HR&C)	$45,000	$22,500
Safety, Health and Environment Committee (SH&E)	$45,000	$22,500

Other Benefits	
Superannuation	Superannuation contributions are made on behalf of the Directors at a rate of 9.5% being the current superannuation guarantee contribution rate. The Company only makes contributions up to the amount required to avoid imposition of the superannuation guarantee charge and not on the total fees paid.
Other fees/benefits (not included in shareholder approved cap)	Directors receive a travel allowance based on the hours travelled to a Board meeting. If travel to attend a meeting takes between 3 hours and 12 hours, the allowance paid is $2,500 per meeting. If travel time exceeds 12 hours, the allowance paid is $5,000 per meeting. Directors are also permitted to be paid additional fees for extra services or special exertions.

(1) Committee fees are not paid to the Chairman of the Board.

Section C. Financial year 2015 Executive Remuneration Outcomes

C.1 Business Performance in financial year 2015

In financial year 2015, Orica experienced on-going challenging conditions facing the mining sector and the oversupplied ammonium nitrate market. Following a full review of the business, Orica recognised a non-cash impairment charge of $1,691.6m (after Tax and Non-Controlling Interest) on certain property, plant and equipment, intangible and other assets.

Over the past five years:

- cumulative Total Shareholder Return (movement in the Company's share price plus dividends received by shareholders) was (13.57) percent.
- an average of 93.6 cents per ordinary share per annum has been paid to shareholders in dividends.
- compound EBIT (before individually materially items) per share (EPS) growth was approximately (9.2) percent.

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The table below summarises key indicators of the performance of the Company and relevant shareholder returns over the past five financial years.

Financial year ended 30 September	2011	2012	2013	2014	2015
Profit/(loss) from Operations ($m)	1,028.3	655.4	968.1	929.7	(1,195.0)
Individually material items ($m)	–	367.2	–	–	1,884.4(4)
EBIT ($m)(1)	1,028.3	1,022.6	968.1	929.7	689.4
Dividends per ordinary share (cents)	90.0	92.0	94.0	96.0	96.0
Closing share price ($ as at 30 September)(2)	23.48	24.87	20.06	18.90	15.04
3 month average share price (1 July to 30 September) each year	24.56	24.83	19.59	20.56	17.29
EPS growth (%)(1)	(6.52%)	2.54%	(8.43%)	0.49%	(30.00%)
NPAT ($m)(1)	642.3	650.2	592.5	602.5	424.2
External Sales ($m)	6,182.3	6,674.1	6,885.2	6,796.3	6,123.2
Cumulative TSR (%)(3)	3.48	8.46	(10.89)	(2.30)	(13.57)

(1) Before individually material items.

(2) The opening share price for financial year 2011 was $25.71.

(3) Cumulative TSR has been calculated using the same start date for each period measured (1 October 2010). In calculating the cumulative TSR, 3 month average share prices (1 July to 30 September for each year) have been used in order to smooth out the effects of any share price fluctuations around the start and end dates of each period. The opening start average price for financial year 2011 was $24.95.

(4) This figure is before interest, tax and non-controlling interest. After these items it equates to a loss of $1,691.6m.

C.2 Fixed Annual Remuneration in financial year 2015

Salaries for all Executive KMP were frozen at financial year 2014 levels. A Calderon was appointed on fixed remuneration (FAR) including statutory superannuation entitlements of $1,800,000, a 28% decrease from the previous CEO's fixed remuneration of $2,500,000. T H Schutte was appointed on FAR equivalent to the previous Executive Director Finance.

Name	FAR(1)
Current Executive Directors	
A Calderon	1,800,000
Current Executive KMP	
T H Schutte	950,000
N R Bowen	950,000
T J Edmondstone(2)	808,896
R Hoggard(3)	890,976

(1) Fixed Annual Remuneration (FAR) includes Base pay, and superannuation. FAR is reviewed annually by the Board following the end of each financial year and adjustments are, in general, effective from 1 January of the following year. Accordingly, the amounts set out in the table above are the Executives' fixed annual remuneration as at 30 September 2015.

(2) Salary based on Singapore dollar amount converted at average foreign exchange rate for the year.

(3) R Hoggard permanently relocated from Australia to Singapore in financial year 2015. At the time of relocation his Australian FAR was converted to Singapore dollars using the 12 month average exchange rate at the date of relocation. The Singapore component of his salary has been converted back to Australian dollars using an average foreign exchange rate for the year.

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C.3 Short-Term Incentive outcomes in financial year 2015

Revision of STI targets due to sale of Chemicals business

Financial year 2015 STI targets were set prior to the sale of the Chemicals business and incorporated a full year's contribution from that business. Following the sale part way through the financial year, the Board determined that an adjustment to the STI targets was appropriate to reflect the changed status of the company. The Board determined that the most equitable and transparent approach was to remove Chemicals earnings for the full year. As a result, the following actions were taken:

- Earnings (EBIT and NPAT) targets were revised and measured on the basis of Orica's Continuing Operations only (approximately 11% reduction).
- Gross Margin target levels were reviewed and increased.
- Cash conversion and Safety target levels were also reviewed but no adjustments were made as the impact of the sale of the Chemicals business was not material.

Performance against Short Term Incentive objectives in financial year 2015

Performance against each component of the STI plan is outlined below:

- NPAT and EBIT targets were set to represent an improvement on financial year 2014 performance. These targets were not achieved based on Orica's Continuing Operations in challenging market conditions.
- Safety targets were set with input from the Board Safety, Health and Environment Committee and reflect Orica's commitment to continuously improving safety performance. AWRCR improved on 2014 performance, resulting in achievement between target and maximum. Process excursions were significantly below 2014, resulting in maximum achievement. Progress on overdue actions was just below the target set and remains an area of management's focus going forward.
- Gross Margin and Cash Conversion targets were set in line with financial year 2014 outcomes, which exceeded financial year 2014 performance targets significantly. The gross margin target was increased to reflect Continuing Operations and was achieved between threshold and target on this basis. The cash conversion target was set to represent an improvement on the 2014 target and was achieved between threshold and target.
- Considering the above and the non-cash impairment charges taken at year end, the Board determined not to award any discretionary component for Company performance to continuing Executives and as a result, a threshold outcome was achieved on the Company Performance component.
- Personal objectives for each Executive KMP were determined and approved by the Board at the commencement of the financial year. In 2015, these objectives related primarily to achievement of quantifiable transformation initiatives including delivery of gross cost and headcount savings. Management outperformed against transformation targets. However, the Board determined to limit discretion to target on the Personal Performance component for continuing Executives.
- Taken together, Company and Personal outcomes resulted in management forfeiting on average 68% of their opportunity, with the average STI award at around 32% of maximum.

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Performance against the STI objectives for financial year 2015 is illustrated in the table below:

Company Performance Objective		Outcome for financial year 2015 – Threshold	Target	Maximum
Safety	Percentage of overdue actions vs. target		●	
	All Worker Recordable Case Rate (AWRCR)			●
	Process Safety			●
Earnings	EBIT	Below Threshold		
	NPAT	Below Threshold		
Margin	Gross Margin		●	
	Cash Conversion		●	
Discretion			Not awarded	
Personal Performance Objectives for continuing Executives				
Individual measures based on initiatives and key project deliverables linked to sustainable improvement in company performance, including discretion				↔
Overall STI Outcome for continuing Executives		●		

Short Term Incentives awarded in financial year 2015

For the year ended 30 September 2015	Maximum STI opportunity $000	Actual STI paid in cash $000	Actual STI paid in deferred equity[4] $000	Actual STI payment as % of maximum STI	% of Maximum STI payment forfeited/ forgone
Current Executive KMP					
A Calderon[1]	1,331.5	Nil	452.2	34.0	66.0
T H Schutte[2]	–	–	–	–	–
N R Bowen	1,140.0	168.9	168.9	29.6	70.4
T J Edmondstone	970.7	155.8	155.8	32.1	67.9
R Hoggard	1,069.2	171.7	171.7	32.1	67.9
Former Executive KMP					
I K Smith[3]	–	–	–	–	–
C B Elkington[3]	1,140.0	678.5	–	59.5	40.5
A J P Larke[3]	–	–	–	–	–

[1] A Calderon was eligible for a pro-rata STI payment from the date of his permanent appointment to CEO (19 May 2015). He was not eligible for any incentive payment in respect of his period as Interim CEO.

[2] T Schutte was not eligible for any STI payment in financial year 2015 having commenced on 1 September 2015.

[3] A J P Larke's contractual arrangements in relation to the sale of Orica's Chemicals business provided for total incentive payments of $3,300,000 in lieu of any participation in STI or LTIP in financial year 2015. For further details refer to Section C.6.

[4] Under AASB 2 Share Based Payments, STI paid to Executives as deferred equity is accounted for as a share based payment and expensed over two years. Accordingly, 50% of the value of the deferred equity has been included in the executives share based payments expense in 2015 and the remainder will be included in 2016.

DIRECTORS' REPORT – REMUNERATION REPORT

C.4 Long-Term Incentive outcomes

Awards vesting in 2015 under the LTEIP

The 2011 LTEIP award was tested in November 2014. The 2011 LTEIP award had one performance hurdle, namely Earnings per Share (EPS) growth. As the compound EPS growth over the plan period was below the threshold performance level, no loan forgiveness was applied. Executives achieved no capital gains on their shares and forfeited their 2011 LTEIP shares in full settlement of the outstanding loan balances. No new awards were offered under LTEIP in the 2015 financial year.

The following table shows the current balances of the non-recourse loans for the Executive KMP:

For the year ended 30 September 2015	Opening balance $	Advances during FY2015[1] $	Repayments during FY2015[2] $	Closing balance $	Interest free value $	Highest indebtedness $
Former Executive Directors						
I K Smith[3]	22,781,525	–	22,781,525	–	445,230	22,781,525
C B Elkington[3]	3,607,721	–	1,078,091	2,529,630	155,387	3,607,721
Current Executive KMP						
N R Bowen	1,351,657	–	27,793	1,323,864	67,739	1,351,657
T J Edmondstone	1,804,823	–	36,034	1,768,789	90,477	1,804,823
R Hoggard	2,284,203	–	45,605	2,238,598	114,509	2,284,203
Former Executive KMP						
A J P Larke[3]	3,673,578	–	1,218,848	2,454,730	155,158	3,673,578
Total Executive Key Management Personnel	**35,503,507**	**–**	**25,187,896**	**10,315,611**	**1,028,500**	**35,503,507**

(1) No new loan advances under the LTEIP were made in financial year 2015 as the plan was replaced by the Long Term Incentive Plan.

(2) Constitutes repayments including after tax dividends paid on the shares applied against the loan and forfeiture of LTEIP options.

(3) Refer to Section C.6.

Historic awards to Executive KMP under the LTEIP

Over the past five years, the LTEIP has provided a loan forgiveness benefit in only one instance and has provided modest capital appreciation to Plan participants in three of the past five years. Details of LTEIP benefits which have vested over the past 5 years are tabled below.

						LTEIP Performance Outcomes		
Plan	Hurdles (Target)	Vesting date	Allocation price	Performance period	Hurdle achievement	Was a capital benefit derived (i.e. did the Executives keep their shares?)	Was loan forgiveness / waiver granted?	Was the maximum loan forgiveness granted?
2007 Offer	TSR growth: average 20% pa or greater (compound)	Dec 2010	$31.76	3 years	Below threshold	No	No	No
2008 Offer	TSR growth: average 20% pa or greater (compound)	Dec 2011	$16.13	3 years	26.8% TSR growth	Yes	Yes	No
2009 Offer	TSR growth: average 20% pa or greater (compound)	Dec 2012	$24.79	3 years	Below threshold	Yes	No	No
2010 Offer	EPS growth: average 10% pa or greater (compound)	Dec 2013	$25.23	3 years	Below threshold	Yes	No	No
2011 Offer	EPS growth: average 10% pa or greater (compound)	Dec 2014	$25.18	3 years	Below threshold	No	No	No

DIRECTORS' REPORT – REMUNERATION REPORT

Historic awards to Executive KMP under the Long Term Incentive Rights Plan (LTIRP)

Two of the current Executive KMP, T J Edmondstone and R Hoggard were issued rights under the LTIRP as senior Executives in December 2011. These were tested in November 2014 and did not vest so no benefit was provided. Further information on the LTIRP is provided in note 19 of the financial statements.

C.5 Impact of Asset Impairment on Unvested and Future LTI Grants

The Board has reviewed the unvested long-term incentive grant made in 2015 under the LTIP, to ensure that Executives do not gain an advantage as a result of the asset impairment. The Board has determined that ROC for the 2015 LTIP grant will be calculated for the performance period (2015-17) on the basis of the unimpaired Enterprise Value i.e., the impairment ($1.692 billion) will be added back to Enterprise Value at the end of each of the three years for the purpose of calculating ROC.

For the 2016 grant (to be tested in 2018) ROC will be calculated on the basis of an Enterprise Value (after impairment) over the performance period (2016-18) and the return range of 15-30% will be retained as it is considered to represent an appropriate ROC benchmark given market conditions.

C.6 Arrangements for departing Executives

Former Managing Director and CEO

The former Managing Director and CEO, I K Smith, ceased employment with Orica on 23 March 2015. His employment agreement was for a defined period and, upon cessation of employment, I K Smith was paid his contractual entitlements, including a payment of $2.5 million, comprising a severance payment equal to 6 months of his fixed remuneration and payment in lieu of the 6 month notice period provided for under his contract.

In accordance with plan rules, I K Smith forfeited all of his unvested entitlements under Orica's short and long-term incentive plans.

Former Executive Director, Finance

The former Executive Director, Finance, C B Elkington ceased employment with Orica on 30 September 2015. In addition to his statutory entitlements to accrued leave, under the terms of his service agreement, he was entitled to a severance payment of $924,700 upon cessation of his employment equivalent to one times his average fixed remuneration over the past 3 years.

C B Elkington remained eligible for a full-year payment under the STI Plan and his STI payment represents an overall outcome at slightly above target level. In determining this outcome, the Board awarded a discretionary component in relation to both the Company and his Personal objectives, recognising his contribution to the sale of the Chemicals business and his assistance in transitioning to the new Chief Financial Officer. As C B Elkington ceased employment on 30 September 2015, no part of C B Elkington's STI was subject to further deferral.

In accordance with the cessation provisions of the LTEIP and LTIP rules applying to mutually agreed separation, the Board determined that unvested LTEIP and LTIP entitlements should remain 'on foot'.

Former Executive Global Head, Chemicals, Strategy and Planning

A J P Larke became CEO of IXOM on 27 February 2015 (Orica's former Chemicals business) following its sale to funds advised by Blackstone. A J P Larke's contractual arrangements in relation to the sale of Orica's Chemicals business provided for total incentive payments of $3,300,000 in lieu of any participation in STI or LTIP in financial year 2015. The incentive was paid in 3 instalments, one-third on Board approval of the sale, one-third on successful completion of the sale and one-third 6 months after successful completion of the sale. As A J P Larke transitioned to IXOM as CEO, his employment at Orica ceased with no entitlement to a termination payment.

In accordance with the cessation provisions of the LTEIP rules applying to mutually agreed separation, the Board determined that unvested LTEIP entitlements should remain 'on foot'.

DIRECTORS' REPORT – REMUNERATION REPORT

Section D. Executive KMP – Remuneration Tables and Data

D.1 Nature and Amount of each Element of Remuneration of Executive KMP

Details of the nature and amount of each element of remuneration of Executive KMP are set out in the following table:

	Short term employee benefits			Post employment benefits					
	Base (Fixed) Pay $000	Cash STI Payment[1] $000	Other Benefits[2] $000	Super-annuation Benefits $000	Termination Benefits $000	Other Long Term Benefits[3] $000	Total excluding SBP* Expense $000	Share Based Payments Expense[4][9] $000	Total $000
Current Executive Directors									
A Calderon[5]									
2015	1,109.3	–	34.2	18.9	–	–	1,162.4	226.1	1,388.5
2014	208.4	–	–	18.0	–	–	226.4	–	226.4
Former Executive Directors									
I K Smith[6]									
2015	1,186.1	–	(60.0)	9.4	2,500.0	–	3,635.5	(2,142.0)	1,493.5
2014	2,481.9	1,554.0	(26.0)	18.0	–	–	4,027.9	2,159.4	6,187.3
C B Elkington[6]									
2015	931.1	678.5	4.6	18.9	924.7	15.9	2,573.7	1,163.6	3,737.3
2014	926.1	372.6	25.0	18.0	–	39.1	1,380.8	347.5	1,728.3
N A Meehan[7]									
2014	101.2	–	9.2	2.9	593.3	0.2	706.8	313.6	1,020.4
Total Executive Directors									
2015	3,226.5	678.5	(21.2)	47.2	3,424.7	15.9	7,371.6	(752.3)	6,619.3
2014	3,717.6	1,926.6	8.2	56.9	593.3	39.3	6,341.9	2,820.5	9,162.4
Current Executive KMP									
T H Schutte									
2015	79.2	–	554.1	–	–	–	633.3	–	633.3
N R Bowen									
2015	931.1	168.9	4.6	18.9	–	–	1,123.5	370.2	1,493.7
2014	829.9	365.6	323.8	16.5	–	–	1,535.8	107.1	1,642.9
T J Edmondstone[8]									
2015	808.9	155.8	573.4	–	–	9.7	1,547.8	91.6	1,639.4
2014	740.6	281.9	570.4	–	–	10.7	1,603.6	194.8	1,798.4
R Hoggard									
2015	891.0	171.7	93.4	4.7	–	3.5	1,164.3	278.9	1,443.2
2014	813.2	316.4	18.8	18.0	–	23.3	1,189.7	236.1	1,425.8
Total Current Executive KMP									
2015	2,710.2	496.4	1,225.5	23.6	–	13.2	4,468.9	740.7	5,209.6
2014	2,383.7	963.9	913.0	34.5	–	34.0	4,329.1	538.0	4,867.1
Former Executive KMP									
A J P Larke[6]									
2015	375.2	–	3,304.6	7.8	–	6.4	3,694.0	502.1	4,196.1
2014	893.5	734.4	49.5	18.0	–	21.3	1,716.7	358.6	2,075.3
A M Andrew									
2014	62.5	–	15.6	–	–	–	78.1	2.9	81.0
Total Former Executive KMP									
2015	375.2	–	3,304.6	7.8	–	6.4	3,694.0	502.1	4,196.1
2014	956.0	734.4	65.1	18.0	–	21.3	1,794.8	361.5	2,156.3
Total Executive KMP									
2015	3,085.4	496.4	4,530.1	31.4	–	19.6	8,162.9	1,242.8	9,405.7
2014	3,339.7	1,698.3	978.1	52.5	–	55.3	6,123.9	899.5	7,023.4
Total									
2015	6,311.9	1,174.9	4,508.9	78.6	3,424.7	35.5	15,534.5	490.5	16,025.0
2014	7,057.3	3,624.9	986.3	109.4	593.3	94.6	12,465.8	3,720.0	16,185.8

DIRECTORS' REPORT – REMUNERATION REPORT

* Share Based Payments (SBP).

(1) Cash STI Payment includes payments relating to 2015 performance accrued but not paid until financial year 2016.

(2) These benefits include relocation costs, car parking, medical costs, movement in annual leave accrual, spousal travel and costs associated with services related to employment (inclusive of any applicable fringe benefits tax).

(3) This benefit includes the movement in long service leave accrual.

(4) Refer to Section D.2.Includes the value calculated under AASB 2 Share Based Payments to Executives which vest over three years. Value only accrues to the Executive when performance conditions have been met. The Share Based Payments expense represents the amount required under Accounting Standards to be expensed during the year in respect of current and past long term incentive allocations to Executives. These amounts are therefore not amounts actually received by Executives during the year or at any other time. The mechanism which determines whether or not long term incentives vest in the future is described in Section B.2.

(5) Included within the base pay for A Calderon is $106,400 of Director and Committee fees from when he was a Non-Executive Director. In the period 23 March 2015 to 19 May 2015, while serving as Interim CEO, A Calderon received a fee of $185,000 per calendar month together with statutory entitlements to superannuation, in return for providing a service outside the ordinary scope of acting as a Director of Orica. A Calderon stepped down from the Audit & Risk and Safety Health and Environment Board Committees and received no other Board or Committee fees during this period. A Calderon was not entitled to any short- or long-term incentive payments related to his interim appointment.

(6) For further details refer to Section C.6. A J P Larke's contractual arrangements in relation to the sale of Orica's Chemicals business provided for total incentive payments of $3,300,000 in lieu of any participation in STI or LTIP in financial year 2015.

(7) The Board determined in November 2013 that, notwithstanding his cessation of employment, N A Meehan would continue to participate in the LTEIP offers that remain 'on foot' and his participation would be treated in accordance with the relevant LTEIP rules in the same manner as all other participating Executives with the relevant share based payments expense under accounting standards being included 50% in his 2014 remuneration. In addition to his statutory entitlements to accrued leave, under the terms of N A Meehan's service agreement, he was entitled to a severance payment of $1,186,598 upon cessation of his employment (equivalent to 1.0 times his fixed remuneration), 50% of which, under accounting standards, was included in his 2014 remuneration.

(8) For overseas based Executives, other benefits include up to 100% of relocation and travel allowances, reimbursement of accommodation and living away from home expenses, health insurance, family travel, education and taxation expenses.

(9) Under AASB 2 Share Based Payments, STI paid to Executives as deferred equity is accounted for as a share based payment and expensed over two years. Accordingly, 50% of the value of the deferred equity has been included in the executives share based payments expense in 2015 and the remainder will be included in 2016.

DIRECTORS' REPORT – REMUNERATION REPORT

D.2 Equity instruments granted to and exercised by Executive KMP

Details of equity instruments granted to and exercised by Executive KMP are set out in the following table:

For the year ended 30 September 2015	Grant date	Granted during FY2015	Exercised during FY2015[(1)]	Exercised $	Lapsed	Outstand-ing at year end	Exercise price $	Value of options at grant date $	Value of options included in compen-sation for the year $
Current Executive Directors									
A Calderon[(2)]		–	–	–	–	–	–	–	–
Former Executive Directors									
I K Smith	24 Feb 12[(3)]	–	–	–	305,302	–	N/A	2,842,362	–
	7 Feb 13[(3)]	–	–	–	293,080	–	N/A	2,614,274	(1,537,808)
	21-Feb 14[(3)]	–	–	–	317,010	–	N/A	2,567,781	(604,184)
	23 Feb 15[(4)]	196,232	–	–	196,232	–	N/A	2,537,280	–
C B Elkington	19 Dec 11[(3)]	–	–	–	42,742	–	N/A	342,363	17,880
	7 Feb 13[(3)]	–	–	–	–	48,143	N/A	429,436	154,783
	21 Feb 14[(3)]	–	–	–	–	56,216	N/A	455,350	348,209
	23 Feb 15[(4)]	49,712	–	–	–	49,712	N/A	642,776	642,776
N A Meehan	19 Dec 11[(3)]	–	–	–	62,289	–	N/A	498,935	–
	7 Feb 13[(3)]	–	–	–	–	68,385	N/A	609,994	–
Current Executive KMP									
T H Schutte[(2)]	–	–	–	–	–	–	–	–	–
N R Bowen	21-Feb 14[(3)]	–	–	–	–	56,216	N/A	455,350	160,712
	23 Feb 15[(4)]	49,712	–	–	–	49,712	N/A	642,776	124,984
T J Edmondstone	19 Dec 11[(5)]	–	–	–	13,387	–	N/A	293,710	(293,710)
	7 Feb 13[(3)]	–	–	–	–	35,013	N/A	312,316	96,448
	21 Feb 14[(3)]	–	–	–	–	37,872	N/A	306,763	108,269
	23 Feb 15[(4)]	40,840	–	–	–	40,840	N/A	528,061	102,679
R Hoggard	19 Dec 11[(5)]	–	–	–	8,302	–	N/A	182,146	(182,146)
	7 Feb 13[(3)]	–	–	–	–	44,313	N/A	395,272	122,116
	21 Feb 14[(3)]	–	–	–	–	47,931	N/A	388,241	137,026
	23 Feb 15[(4)]	46,186	–	–	–	46,186	N/A	597,119	116,119
Former Executive KMP									
A J P Larke	19 Dec 11[(3)]	–	–	–	48,669	–	N/A	389,839	20,360
	7 Feb 13[(3)]	–	–	–	–	48,591	N/A	433,432	156,223
	21 Feb 14[(3)]	–	–	–	–	52,559	N/A	425,728	325,557

(1) The combination of shares and the loan provided to fund those shares under LTEIP constitutes an option under AASB 2. These options vest over three years. Under the terms of LTEIP, the loan must be repaid before the Executives can deal with the shares. Accordingly, the exercise period of these options is the loan repayment period, which commences following the testing of the performance condition, typically in November after the annual results announcement, and continues for a period of 28 days. The options expire if the loan is not repaid within the repayment window. As at Sep 2015 no vested options are outstanding.

(2) A Calderon and T H Schutte did not participate in the financial year 2015 LTIP grant.

(3) Shares issued under LTEIP (refer to note 19 of the financial statements).

(4) Share rights granted under LTIP (refer to Section B.2).

(5) Share rights granted under LTIRP (refer to note 19 of the financial statements).

DIRECTORS' REPORT – REMUNERATION REPORT

D.3 Long Term Incentive Plan (LTIP) held by Executive KMP

In financial year 2015 LTIP was adopted as the long term incentive component of remuneration for senior executives (including the Executive KMP) selected by the Board based on the role of the individual in guiding the future success of the Company. The number of Rights issued under LTIP issued, values and related information is shown in the following table. Details of LTEIP and LTIRP can be found in note 19 of the financial statements.

There were no loans to Executive KMP other than LTEIP Plan.

Grant date	Vesting date	Number of rights issued	Number of rights held at 30 September 2015	Number of rights held at 30 September 2014	Number of participants at 30 September 2015	Number of participants at 30 September 2014	Fair value of rights at grant date $
23 Feb 15	30 Nov 17	1,505,466	1,288,862	–	211	–	19,465,675

The assumptions underlying the rights valuations are:

Grant date	Price of Orica Shares at grant date $	Expected volatility in share price %	Dividends expected on shares %	Risk free interest rate %	Fair value per right $
23 Feb 15	19.85	25	4.0	1.88%	12.93

D.4 Relevant interests of Executive KMP in the share capital of the consolidated entity

	Balance 1 October 2014	Acquired[(1)]	Fully paid ordinary shares held at 30 September 2015	Options for fully paid ordinary shares held at 30 September 2015
Executive KMP				
A Calderon	2,300	2,350	4,650	–
T H Schutte	–	–	–	–
N R Bowen	–	–	–	105,928
T J Edmondstone	–	–	–	113,725
R Hoggard	1,226	1	1,227	138,430
Former Executive KMP				
I K Smith*	–	–	–	–
C B Elkington*	–	–	–	154,071
A J P Larke*	–	–	–	101,150
Total	**3,526**	**2,351**	**5,877**	**613,304**

* Closing balance is at cessation of employment.

(1) Shares acquired, including through the Dividend Reinvestment Plan (DRP).

DIRECTORS' REPORT – REMUNERATION REPORT

E. Non-Executive Director – Remuneration Tables and Data

Non–Executive Directors have oversight of the strategic direction of the Company but no direct involvement in the day to day management of the business. Particulars of Non-Executive Director qualifications, experience and special responsibilities are detailed on page 22 of the Annual Report. The names and positions of the Non-Executive Directors whose remuneration is disclosed in this report are provided in section A.3.

E.1 Non-Executive Director Remuneration

Details of Non-Executive Directors' remuneration are set out in the following table:

		Committee Fees					
For the year to 30 September 2015	**Directors Fees[(1)] $000**	**Audit and Risk $000**	**SH&E $000**	**HR&C $000**	**Super-annuation[(2)] $000**	**Other Benefits[(3)] $000**	**Total $000**
Current Directors							
R R Caplan, Chairman							
2015	510.0	–	–	–	18.9	2.5	531.4
2014	399.1	7.4	–	14.8	18.0	–	439.3
M N Brenner							
2015	170.0	22.5	–	22.5	18.9	2.5	236.4
2014	170.0	15.1	–	33.7	18.0	–	236.8
I D Cockerill[(4)]							
2015	170.0	–	45.0	22.5	18.9	61.0	317.4
2014	170.0	–	37.6	15.1	18.0	49.5	290.2
Lim Chee Onn							
2015	170.0	5.6	22.5	16.9	18.9	12.5	246.4
2014	170.0	–	22.5	15.1	18.0	12.5	238.1
N L Scheinkestel							
2015	170.0	22.5	–	45.0	18.9	2.5	258.9
2014	170.0	29.8	–	37.6	18.0	–	255.4
G T Tilbrook							
2015	170.0	45.0	11.3	–	18.9	15.0	260.2
2014	170.0	37.6	–	–	18.0	15.0	240.6
Former Director							
P J B Duncan, Chairman							
2014	170.0	–	–	–	5.9	–	175.9
M Tilley							
2014	56.6	7.5	15.0	–	5.9	–	85.0
Total Non-Executive Directors							
2015	1,360.0	95.6	78.8	106.9	113.4	96.0	1,850.7
2014	1,475.7	97.4	75.1	116.3	119.8	77.0	1,961.3

(1) Represents Directors' remuneration earned during the financial year.
(2) Company superannuation contributions made on behalf of Non-Executive Directors.
(3) These benefits include travel allowances payable to Non-Executive Directors and any additional Committee fees paid to directors for extra services or special exertions.
(4) Other benefits for I D Cockerill include spousal travel (inclusive of any fringe benefits tax).

DIRECTORS' REPORT – REMUNERATION REPORT

E.2 Relevant interests of Non-Executive Directors in the share capital of the consolidated entity

	Balance 1 October 2014	Acquired[1]	Net change other[2]	Fully paid ordinary shares held at 30 September 2015
Non-Executive Directors[3]				
R R Caplan	28,083	12,095	–	40,178
M N Brenner	–	2,500	–	2,500
I Cockerill	10,597	338	–	10,935
Lim Chee Onn	11,000	–	–	11,000
N L Scheinkestel	26,778	857	–	27,635
G T Tilbrook	4,000	–	–	4,000
Total	**80,458**	**15,790**	**–**	**96,248**

(1) Shares acquired, including through the Dividend Reinvestment Plan (DRP).
(2) Net change other includes changes resulting from sales during the year.
(3) A Calderon was a Non-Executive Director until appointed Interim CEO on 23 March 2015. On 19 May 2015 he was appointed CEO on a permanent basis. Details of A Calderon's relevant interests in the share capital of Orica are shown in Section D.4.

Rounding

The amounts shown in this report and in the financial statements have been rounded off, except where otherwise stated, to the nearest tenth of a million dollars, the Company being in a class specified in the ASIC Class Order 98/100 dated 10 July 1998.

This Directors' Report is signed on behalf of the Board in accordance with a resolution of the directors of Orica Limited.

R R Caplan
Chairman

A Calderon
Managing Director and Chief Executive Officer

Dated at Melbourne this 18th day of November 2015.