



MELBOURNE

Orica Limited  
ABN 24 004 145 868

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17 December 2019

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

Dear Sir/Madam,

### **Voting Results of 2019 Annual General Meeting**

At the Orica Limited Annual General Meeting held earlier today, shareholders voted in favour of all resolutions put to the meeting as follows:

#### **Resolution 2.1 – Re-election of Maxine Brenner as a Director**

“That Maxine Brenner, a Director 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.”

For*	95.14%
Against	4.86%

#### **Resolution 2.2 – Re-election of Gene Tilbrook as a Director**

“That Gene Tilbrook, a Director 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.”

For*	95.47%
Against	4.53%

#### **Resolution 2.3 – Re-election of Karen Moses as a Director**

“That Karen Moses, a Director 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.”

For*	83.24%
Against	16.76%

#### **Resolution 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 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.”

For*	99.83%
Against	0.17%

#### **Resolution 3 – Adoption of Remuneration Report**

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

For*	89.74%
Against	10.26%

#### **Resolution 4 – Grant of Performance Rights to Managing Director**

“That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to the Managing Director, Dr Alberto Calderon, under Orica’s Long Term Incentive Plan on the terms summarised in the Explanatory Notes.”

For*	99.24%
Against	0.76%

#### **Resolution 5 – Increase in Non-executive Director Fee Pool**

“That approval be given for all purposes, including ASX Listing Rule 10.17 and Rule 48 of the Company’s Constitution, to increase the maximum aggregate amount of remuneration which may be paid to Non-executive Directors in any year from \$2.5 million to \$2.75 million.”

For*	96.50%
Against	3.50%

#### **Resolution 6 – Proportional Takeover Bids**

“That the proportional takeover provisions in Rule 86 of the Company’s Constitution are renewed for a period of three years from the date of this meeting.”

For*	99.31%
Against	0.69%

\* Includes available proxies cast by the Chairman of the Meeting

In accordance with Section 251AA (2) of the Corporations Act, the poll results in relation to each item of business is attached.

Yours sincerely,

A handwritten signature in black ink that reads "Kirsten Gray". The signature is written in a cursive style with a large initial 'K'.

Kirsten Gray  
Company Secretary

ANNUAL GENERAL MEETING  
Tuesday, 17 December, 2019

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):					Manner in which votes were cast in person or by proxy on a poll (where applicable)			
	Votes For	Votes Against	Discretionary Chairman of Meeting	Total Votes Discretionary	Votes Abstain	For	Against	Abstain **	Resolution Result
			Other Nominated Person/s						
2.1 RE-ELECTION OF MAXINE BRENNER AS A DIRECTOR	266,812,800	13,733,693	1,311,825 550,346	1,862,171	468,696	268,921,079 95.14%	13,750,031 4.86%	471,023	Carried
2.2 RE-ELECTION OF GENE TILBROOK AS A DIRECTOR	267,771,266	12,802,261	1,335,160 551,237	1,886,397	417,436	269,906,077 95.47%	12,806,120 4.53%	417,436	Carried
2.3 RE-ELECTION OF KAREN MOSES AS A DIRECTOR	233,181,684	47,353,218	1,312,881 550,983	1,863,864	478,594	235,303,083 83.24%	47,360,456 16.76%	478,594	Carried
2.4 ELECTION OF BOON SWAN FOO AS A DIRECTOR	279,840,275	482,063	1,327,048 550,014	1,877,062	677,960	281,978,201 99.83%	485,972 0.17%	677,960	Carried
3 ADOPTION OF THE REMUNERATION REPORT	251,201,150	28,936,803	1,259,995 547,548	1,807,543	933,208	253,103,592 89.74%	28,945,880 10.26%	934,310	Carried
4 GRANT OF PERFORMANCE RIGHTS TO MD AND CEO UNDER THE LONG TERM INCENTIVE PLAN	278,466,322	2,144,370	1,247,150 543,802	1,790,952	477,389	280,345,340 99.24%	2,151,749 0.76%	487,257	Carried
5 INCREASE IN NON-EXECUTIVE DIRECTOR POOL FEE	270,743,178	9,863,626	1,259,368 544,951	1,804,319	467,910	272,627,283 96.50%	9,879,050 3.50%	477,778	Carried
6 PROPORTIONAL TAKEOVER BIDS	278,400,550	1,955,481	1,339,939 561,261	1,901,200	621,802	280,561,273 99.31%	1,960,731 0.69%	621,802	Carried

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item