

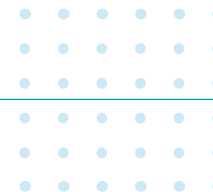
2020 NOTICE OF MEETING

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 2020 Annual General Meeting (AGM or Meeting) of Orica Limited will be held on Tuesday, 22 December 2020 at 10.30am.

The COVID-19 pandemic has had widespread impacts on all of our lives and required us to adapt to new ways of doing things in order to keep safe. As a result, we have made some changes to the way we will host our AGM this year. Having regard to continuing Government restrictions on physical gatherings, and in the interests of the health and safety of our shareholders, employees and the community, Orica's 2020 AGM will be held virtually.

A virtual AGM presents us with an opportunity to try something new. Although shareholders will not be able to attend the Meeting physically, they will be able to view and participate in the Meeting in real time online, regardless of their geographic location.

Information on how to participate in the Meeting virtually is set out below and in the Virtual Meeting Online Guide which is available at orica.com/agm2020.

How to participate in the 2020 AGM virtually

Watch and participate live online

Shareholders and proxyholders can watch, vote and ask questions during the AGM via the online platform at:

agmlive.link/ORI20

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: When you log into the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder in order to register to vote or ask a question.

Proxyholders: When you log into the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services before the AGM in order to register to vote or ask a question.

Options for voting – prior to the AGM

Shareholders who are unable to join us at the AGM are encouraged to cast a direct vote prior to the Meeting or, alternatively, to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at **linkmarketservices.com.au**. These must be submitted by no later than 10:30am (AEST) on Sunday, 20 December 2020 to be valid.

Even if you plan to attend the virtual Meeting, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the Meeting).

Options for asking questions

Shareholders may direct questions during the Meeting to the Chairman about the operations and management of Orica, or to Orica's external auditor, KPMG, in relation to the content of the auditor's report and the conduct of the audit.

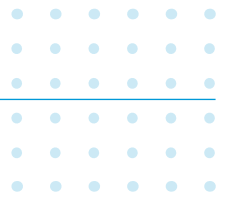
Shareholders are also able to submit written questions to the Company or auditor in advance of the Meeting.

Questions may be submitted by email to **investorrelations@orica.com** and must be submitted no later than 5.00pm (AEST) on Thursday, 17 December 2020.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Viewing the webcast online

The AGM will be webcast live at **agmlive.link/ORI20**. A recording of the webcast will be available on our website at **orica.com/agm2020** shortly after the Meeting. You do not need to be a shareholder or proxyholder to view the webcast.



ANNUAL GENERAL MEETING AGENDA

- 10.00am:** Registration opens.
- 10.30am:** AGM commences
- Chairman's welcome and address to Shareholders
- Managing Director and Chief Executive Officer address to Shareholders
- Items of Business

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a direct vote or proxy vote by 10:30am on (AEST) on Sunday, 20 December 2020 even if they plan to attend the Meeting online.

Items of 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 2020."

2. Election of Directors

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

2.1 *"That Malcolm Broomhead, who retires by rotation 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."*

2.2 *"That John Beevers, 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 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 2020."

The Remuneration Report is included in the Annual Report.

4. Grant of performance rights to the Managing Director and Chief Executive Officer (CEO) under the Long-Term Incentive Plan

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of performance rights to the Managing Director and Chief Executive Officer, Dr Alberto Calderon, under Orica's Long-Term Incentive Plan on the terms summarised in the Explanatory Notes."

The Explanatory Notes and Notes relating to Voting form part of this Notice of Meeting.

By order of the Board

Erin O'Connor
Company Secretary

20 November 2020

Kirsten Anderson Llewellyn
Company Secretary

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 (“Company” or “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

The ASX Listing Rules requires that an entity hold an election of directors at each Annual General Meeting.

Under the Company’s Constitution, a Director may not hold office beyond the third Annual General Meeting following the Meeting at which the Director was last elected or re-elected. Accordingly, Mr Broomhead is retiring and offering himself for re-election.

The Board has reviewed the performance of the retiring Director standing for re-election and the Nominations Committee has considered the skills, knowledge, experience and diversity represented on the Board as a whole.

The Board considers that Mr Broomhead, if re-elected, will be independent of executive management and free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Orica and its shareholders generally.

Mr John Beevers is seeking election by shareholders for the first time, having been appointed as a Director since the last Annual General Meeting. Prior to his appointment, Orica engaged an external service provider to undertake background checks in accordance with the ASX Corporate Governance Principles & Recommendations. The Company received assurance that there was no adverse information with respect to Mr Beevers.

Mr Beevers is not considered an independent Director. Prior to his appointment, he was employed as Chief Executive Officer of GroundProbe (a company acquired by Orica in January 2019) and provided consultancy services to Orica Australia Pty Ltd, a subsidiary of the Company. However, the Board considers that Mr Beevers, if elected, will bring objective and independent judgement to the Board’s deliberations and that his non-independent status will not impact his capacity to act in the best interests of Orica and its shareholders generally.

Accordingly, the Board supports the re-election of Mr Broomhead and the election of Mr Beevers.

The profile of each candidate is set out below.



Malcolm Broomhead AO

Malcolm Broomhead was appointed as an independent Non-executive Director of Orica Limited in December 2015 and Chairman as of 1 January 2016.

Mr Broomhead is a Director of BHP Group Ltd & Plc (2010 – present) and former Chairman of Asciano Limited.

Mr Broomhead is also a director of the Walter & Eliza Hall Institute, a not-for-profit medical research organization.

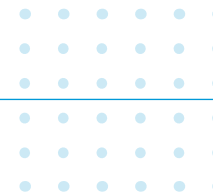
Mr Broomhead is a highly experienced business leader with extensive experience in industrial and mining companies globally. Mr Broomhead held a range of senior executive positions at North Limited, including Managing Director and Chief Executive Officer, Chief Financial Officer and Executive Director of Operations. Following that, he held the position of CEO of Orica from 2001 to 2005. He brings to the Board a deep understanding of both the mining and mining services sector, and an exceptional track record in creating shareholder value through every part of the resources cycle.

The Board has reviewed the performance of Mr Broomhead and believes that he continues to provide a highly valuable contribution to the Board and demonstrates strong leadership of the Board as Chairman, noting he is one of Australia’s most experienced Chairmen and Non-executive Directors.

The Board believes Mr Broomhead’s long executive career in key industry, including his previous experience as CEO of Orica, and his subsequent board experience in major public companies with global operations, strongly enhances the Board’s ability to oversee Orica’s performance and governance.

Mr Broomhead is seeking re-election for a further three year term.

The Board (with Malcolm Broomhead abstaining) recommends that shareholders vote in favour of the re-election of Mr Broomhead.



EXPLANATORY NOTES TO SHAREHOLDERS (Continued)



John Beevers

John Beevers was appointed as a non-independent Non-executive Director on 1 February 2020. He is a member of the Safety, Health, Environment, Community and Security Committee, the Innovation and Technology Committee, and the Nominations Committee.

Mr Beevers is a Non-executive Director of Syrah Resources Limited and a former Director of QUT Bluebox, the commercialisation arm of Queensland University of Technology.

Mr Beevers is the former Chief Executive of GroundProbe, a member of the Orica Group. He has held a number of other executive roles within the Orica Group, including Global Technology Manager, Group General Manager of Chemical Services and Chief Executive Officer of Orica Mining Services.

The Board has reviewed Mr Beevers' performance since his appointment to the Board and considers that his skills and experience, noting his long executive career with Orica prior to his appointment and his strong technological expertise, will continue to enhance the performance of the Board as a whole in the delivery of the Company's strategy and future growth.

The Board (with John Beevers abstaining) recommends that shareholders vote in favour of the election of Mr Beevers.

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 2020 Annual Report.

The 2020 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 performance conditions that must be met for executives to derive value from the 'at risk' components of their remuneration;

- key changes to the executive remuneration framework; and
- the elements of remuneration of the Non-executive Directors, the Managing Director and those senior executives required to be disclosed for the 2020 financial year.

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.

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

Item 4 – Grant of performance rights to the Managing Director and Chief Executive Officer (CEO) under the Long-Term Incentive Plan ("LTIP")

Under ASX Listing Rule 10.14, shareholder approval is required for a Director to be issued securities under an employee incentive scheme. Accordingly, shareholders are asked to approve the grant of performance rights (**Rights**) to the CEO, Dr Alberto Calderon, under the FY2021 LTIP offer.

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

The long-term incentive is a key element in the Executive Remuneration Framework offered to the Managing Director. 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.

The long-term incentive component of remuneration will take the form of an annual grant of Rights under the LTIP. Each annual grant is subject to shareholder approval. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the Managing Director, including a cash-based incentive.

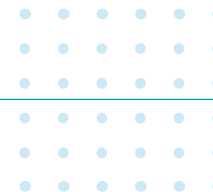
For FY2021, the LTIP will have one metric, Return on Net Assets (**RONA**), measured on a three-year average basis. The Board considers this metric is most closely aligned to the objectives of sustainable productivity improvement and efficient capital allocation, which in turn enable long-term shareholder value creation. In addition, a 2-year holding lock will be applied to vested incentives under the plan to ensure alignment with shareholders.

EXPLANATORY NOTES TO SHAREHOLDERS (Continued)

For the purposes of ASX Listing Rule 10.15, the key terms of the LTIP grant are set out below.

Date of grant	If shareholder approval is obtained, it is expected that the Rights will be granted shortly after the Meeting (and, in any event, will be granted within 12 months).
Form of grant	Orica uses Rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.
Number of Rights	The face value of Dr Calderon's annual long-term incentive grant is determined by reference to a percentage (215%) of his fixed annual remuneration (FAR). Dr Calderon's current FAR is \$1,800,000. The actual number of Rights to be allocated will be determined by dividing Dr Calderon's long-term incentive grant value by the volume weighted average price (VWAP) of Orica shares during the 5 trading days following the full year results announcement for FY2020 rounded down to the nearest whole number of Rights. By way of an example, if the VWAP of the Company's ordinary shares over this period is \$20, then Dr Calderon would be granted 193,500 Rights.
Performance conditions (for vesting of Rights)	The Rights are subject to a RONA performance hurdle. RONA Rights granted are subject to a hurdle based on average RONA performance. Annual RONA is defined as Annual EBIT/Rolling 12-month Net Operating Assets. Where: Annual EBIT = Earnings from Continuing Operations before interest, tax and individually material items. Rolling 12-month Net Operating Assets = Net property plant and equipment, Intangibles, Investments (non-current) in associates, trade working capital, non-trade working capital and environment provisions (added back). To determine average RONA for the performance period, Annual RONA is calculated for each of the years of the performance period, and then averaged.

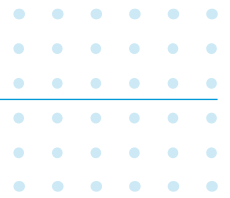
Performance conditions (for vesting of Rights) Cont.	The average RONA will be rounded to one decimal place with vesting according to the schedule below: <table> <tr> <th>RONA performance (3-year average)</th><th>Percentage of Rights vesting</th></tr> <tr> <td>Below 11.0%</td><td>Nil</td></tr> <tr> <td>At 11.0%</td><td>30% of rights vest</td></tr> <tr> <td>Between 11.0% and 11.7%</td><td>Straight line vesting between 30% and 60% of rights vest</td></tr> <tr> <td>At 11.7%</td><td>60% of rights vest</td></tr> <tr> <td>Between 11.7% and 12.6%</td><td>Straight line vesting between 60% and 100% of rights vest</td></tr> <tr> <td>At or above 12.6%</td><td>100% of rights vest</td></tr> </table> For example, average RONA of 11.4% will result in 47.1% of Rights vesting. Average RONA of 11.8% will result in 64.4% of Rights vesting. No Rights will vest should average RONA not equal or exceed 11.0% over the three-year performance period. The return range of 11.0%-12.6% has been chosen as it reflects the Board's expectations for returns through the current industry/market cycle, Orica's corporate plan and transformation program and long-term growth expectations. The Board has retained discretion to adjust RONA in exceptional circumstances for individually material items that may otherwise distort the average RONA outcome. In addition, the unprecedented nature of the COVID-19 pandemic and the economic volatility it has created has also added considerable uncertainty to the RONA hurdle. In these circumstances, the Board may consider exercising a discretion to adjust the RONA performance schedule up or down to reflect economic conditions once the impact of COVID-19 on global and regional economies is better understood.	RONA performance (3-year average)	Percentage of Rights vesting	Below 11.0%	Nil	At 11.0%	30% of rights vest	Between 11.0% and 11.7%	Straight line vesting between 30% and 60% of rights vest	At 11.7%	60% of rights vest	Between 11.7% and 12.6%	Straight line vesting between 60% and 100% of rights vest	At or above 12.6%	100% of rights vest
RONA performance (3-year average)	Percentage of Rights vesting														
Below 11.0%	Nil														
At 11.0%	30% of rights vest														
Between 11.0% and 11.7%	Straight line vesting between 30% and 60% of rights vest														
At 11.7%	60% of rights vest														
Between 11.7% and 12.6%	Straight line vesting between 60% and 100% of rights vest														
At or above 12.6%	100% of rights vest														
Performance period and vesting	The Rights are subject to a three-year performance period commencing from the start of FY2021 (i.e. 1 October 2020). Any Rights that do not vest following testing of the performance condition at the end of the performance period (expected to occur following the announcement of full-year financial results for FY2023) will lapse.														
Allocation of Shares	Following testing of the applicable performance condition and determination of the vesting level of the Rights, one fully-paid ordinary share in Orica will be allocated for each Right that vests. In accordance with the terms of the LTIP, the Board also has discretion to settle vested Rights in cash.														



EXPLANATORY NOTES TO SHAREHOLDERS (Continued)

Trading restrictions	Shares allocated on the vesting of Rights will be subject to a restriction on trading for a two-year period (from 1 October 2023 to 30 September 2025) during which time the Managing Director will be restricted from dealing in those shares. At the end of the restriction period, trading restrictions will cease to apply, and the Managing Director will be able to sell, or otherwise deal with those shares, subject to complying with Orica’s Securities Dealing Policy. We note that in certain exceptional circumstances, the Board may determine that applicable trading restrictions will cease to apply to all, or a portion of, the Managing Director’s shares prior to the end of the restriction period.	Application of Malus Standard	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 lapse unvested awards in the case 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 by any participant; or (d) any other circumstance, which the Board has determined in good faith.						
Cessation of employment	Cessation during the performance period If the Managing Director resigns from the Group or is terminated for cause prior to Rights vesting, in general, his Rights lapse and he will have no further interest in the Rights. Unless the Board determines otherwise, if employment ceases in other circumstances (e.g. retirement, mutual separation, ill-health. etc.), the Managing Director would retain the Rights on a pro-rata basis based on time served during the performance period, with the performance condition being tested at the end of the performance period to determine the number of Rights which may vest at this time (if any). Shares allocated on the vesting of Rights will be subject to a restriction on trading for a two-year period (from 1 October 2023 to 30 September 2025) during which time the Managing Director will be restricted from dealing in those shares. Cessation during restriction period If the Managing Director ceases employment prior to the end of the restriction period, any shares held will continue to be subject to a restriction on trading for a two-year period (from 1 October 2023 to 30 September 2025) during which time the Managing Director will be restricted from dealing in those shares.	Dr Calderon’s current total remuneration package	<table><tr><td>Fixed Annual Remuneration (including superannuation) (FAR)</td><td>\$1,800,000</td></tr><tr><td>Short-term incentive opportunity</td><td>Target: 100% of FAR Maximum: 200% of FAR</td></tr><tr><td>Long-term incentive opportunity</td><td>215% of FAR on a face value basis</td></tr></table> Further details of Dr Calderon’s remuneration package are set out in the Remuneration Report which is included in the Annual Report.	Fixed Annual Remuneration (including superannuation) (FAR)	\$1,800,000	Short-term incentive opportunity	Target: 100% of FAR Maximum: 200% of FAR	Long-term incentive opportunity	215% of FAR on a face value basis
Fixed Annual Remuneration (including superannuation) (FAR)	\$1,800,000								
Short-term incentive opportunity	Target: 100% of FAR Maximum: 200% of FAR								
Long-term incentive opportunity	215% of FAR on a face value basis								
Price payable for the Rights	No amount will be payable by the participant in respect of the grant, or for the shares allocated on the vesting of the Rights.	Other required information – ASX Listing Rules	The Managing Director is the only current Director of Orica entitled to participate in the LTIP. If any additional person(s) covered by ASX Listing Rule 10.14 become entitled to participate in the FY2021 LTIP, they will not be permitted to participate until further shareholder approval is obtained under that Rule. There is no loan scheme in relation to the grant of Rights under the LTIP. The ASX Listing Rules require this Notice of Meeting to state the number and average price of securities received by Dr Calderon under Orica’s LTIP. A total of 996,390 performance rights have been issued to Dr Calderon under the LTIP (at no cost) in respect of prior year long-term incentives (plans commencing in years FY2016 to FY2020). Details of any securities issued under the LTIP will be published in the Company’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.						

The Board, other than the Managing Director, who has an interest in resolution 4 recommends that shareholders vote in favour of this resolution.



NOTES RELATING TO VOTING

1. 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 Sunday, 20 December 2020.

As determined by the Chairman of the Meeting, each resolution set out in the Notice of Meeting will be decided on a poll.

2. Voting exclusion statements (ASX Listing Rules and Corporations Act) applicable to resolutions 3 and 4:

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a person who is a member of the Company's key management personnel (KMP) named in the Remuneration Report for the year ended 30 September 2020 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction given to the proxy to vote on the resolution in that way; or
- by the person chairing the Meeting, in accordance with an express authorisation from the person entitled to vote on the resolution to exercise the proxy even though the resolution is connected with the remuneration of the KMP.

Resolution 4

The Company will disregard any votes on resolution 4:

- cast in favour of the resolution by or on behalf of Dr Alberto Calderon or his associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the KMP on the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast on resolution 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- as proxy for a person entitled to vote on the resolution by the person chairing the Meeting pursuant to an express authorisation to exercise the proxy as the chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder, to vote in that way.

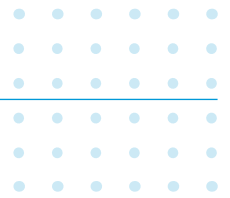
IMPORTANT: IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed by default and you do not direct your proxy how to vote on resolutions 3 and 4, you will be expressly authorising the Chairman of the Meeting 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 and 4.

3. Registration

Shareholders can register to attend the AGM virtually and vote via the online platform at **agmlive.link/ORI20**.

Online registration for the AGM will commence from 10.00am on Tuesday, 22 December 2020 (AEST).



NOTES RELATING TO VOTING (Continued)

4. How to vote

Direct Voting – Prior to the Meeting

Shareholders may vote directly on resolutions considered at the Meeting without attending the Meeting or appointing a proxy. Shareholders may cast a direct vote prior to the Meeting online at linkmarketservices.com.au.

If you cast a direct vote, you may still attend the virtual Meeting. However, registering your attendance using your shareholder details will cancel your direct vote and you will be required to cast your vote during the course of the Meeting.

Live Voting Online – During the Meeting

Shareholders will be able to vote in real time at any time during the Meeting or when invited by the Chairman. Shareholders will be able to vote for, against or abstain on each item through the online platform.

Appointing a Proxy

If a shareholder is unable to attend the Meeting, but is entitled to attend and vote, the shareholder can appoint a proxy to attend and vote on the shareholder's behalf as an alternative to attending the Meeting.

Shareholders may appoint a proxy online at linkmarketservices.com.au.

A proxy may but need not be a shareholder of the Company and can be either an individual or body corporate. A shareholder that is entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

If a shareholder appoints a body corporate as proxy, that body corporate will need to ensure that it (i) appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and (ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

Certain voting restrictions apply to resolutions 3 and 4. If you wish to appoint a member of the Company's KMP (which includes each of the Company's directors and the Chairman) as your proxy or one of their closely related parties or associates, please read the voting exclusions for resolutions 3 and 4 carefully. Shareholders are encouraged to direct their proxies how to vote.

Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Meeting, unless it has previously been given to the Company.