



MELBOURNE

Orica Limited
ABN 24 004 145 868

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14 December 2022

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

Dear Sir/Madam,

Voting Results of 2022 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 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*	90.97%
Against	9.03%

Resolution 2.2 – 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*	91.96%
Against	8.04%

Resolution 2.3 – Election of Gordon Naylor as a Director

“That Gordon Naylor, a Director 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*	99.82%
Against	0.18%

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Resolution 3 – Adoption of Remuneration Report

“To adopt the Remuneration Report for the year ended 30 September 2022.”

For*	95.37%
Against	4.63%

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, Mr Sanjeev Gandhi, under Orica’s Long Term Incentive Plan on the terms summarised in the Explanatory Notes.”

For*	99.21%
Against	0.79%

Resolution 5 – 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*	99.57%
Against	0.43%

* 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,



Erin O'Connor
Company Secretary



Kirsten Anderson Llewellyn
Company Secretary

ANNUAL GENERAL MEETING
Wednesday, 14 December, 2022

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 Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	
2.1	RE-ELECTION OF MR GENE TILBROOK AS A DIRECTOR	NA	313,169,713 89.61%	31,355,326 8.97%	831,388 0.24%	128,240	3,886,751 1.11%	220,462 0.06%	318,022,664 90.97%	31,578,937 9.03%	128,240	Carried
2.2	RE-ELECTION OF MS KAREN MOSES AS A DIRECTOR	NA	316,747,320 90.63%	27,802,633 7.96%	828,616 0.24%	100,337	3,794,590 1.09%	318,384 0.09%	321,508,487 91.96%	28,121,017 8.04%	100,337	Carried
2.3	ELECTION OF MR GORDON NAYLOR AS A DIRECTOR	NA	344,091,809 98.46%	429,183 0.12%	854,620 0.24%	100,782	3,921,560 1.12%	191,677 0.05%	349,005,950 99.82%	620,860 0.18%	100,782	Carried
3	ADOPTION OF REMUNERATION REPORT	N	329,085,009 94.24%	15,360,989 4.40%	783,425 0.22%	252,552	3,155,145 0.90%	807,156 0.23%	333,075,435 95.37%	16,168,708 4.63%	311,693	Carried
4	GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) UNDER THE LONG-TERM INCENTIVE PLAN	NA	343,107,523 98.25%	1,337,379 0.38%	787,383 0.23%	239,178	3,057,436 0.88%	937,719 0.27%	346,616,339 99.21%	2,749,062 0.79%	239,178	Carried
5	PROPORTIONAL TAKEOVER BIDS	NA	343,249,445 98.26%	1,172,409 0.34%	874,228 0.25%	239,790	3,675,439 1.05%	340,037 0.10%	347,936,889 99.57%	1,512,446 0.43%	239,974	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