



MELBOURNE

Orica Limited  
ABN 24 004 145 868

1 Nicholson Street East Melbourne VIC 3002 Australia  
T +61 3 9665 7111 F +61 3 9665 7937

13 December 2023

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

Dear Sir/Madam,

### **Voting Results of 2023 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 Malcolm Broomhead as a Director**

“That Malcolm Broomhead, 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*	94.59%
Against	5.41%

#### **Resolution 2.2 – Re-election of John Beevers as a Director**

“That John Beevers, 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*	94.73%
Against	5.27%

#### **Resolution 2.3 – Election of Mark Garrett as a Director**

“That Mark Garrett, 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*	99.84%
Against	0.16%

For personal use only

For personal use only

#### Resolution 2.4 – Election of Vanessa Guthrie as a Director

“That Vanessa Guthrie, a Director who retires in accordance with Rule 47 of the Company’s Constitution, being eligible and offering herself for election, is elected as a Director.”

For*	99.34%
Against	0.66%

#### Resolution 3 – Adoption of Remuneration Report

“To adopt the Remuneration Report for the year ended 30 September 2023.”

For*	95.12%
Against	4.88%

#### 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*	99.30%
Against	0.70%

#### Resolution 5 – Advisory Vote on 2023 Climate Action Report

“That the Orica Climate Action Report for the year ended 30 September 2023 is adopted.”

For*	92.10%
Against	7.90%

\* 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, 13 December, 2023

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 MALCOLM BROOMHEAD AS A DIRECTOR	NA	334,275,549 93.27%	19,162,628 5.35%	627,014 0.17%	162,261	4,133,903 1.15%	213,598 0.06%	339,204,320 94.59%	19,403,846 5.41%	162,261	Carried
2.2	RE-ELECTION OF JOHN BEEVERS AS A DIRECTOR	NA	334,720,662 93.40%	18,714,085 5.22%	627,014 0.17%	164,475	4,140,042 1.16%	189,110 0.05%	339,683,192 94.73%	18,903,195 5.27%	164,475	Carried
2.3	ELECTION OF MARK GARRETT AS A DIRECTOR	NA	353,001,055 98.51%	398,196 0.11%	641,858 0.18%	187,573	4,112,543 1.15%	183,771 0.05%	357,948,310 99.84%	584,587 0.16%	187,573	Carried
2.4	ELECTION OF VANESSA GUTHRIE AS A DIRECTOR	NA	351,552,185 98.10%	1,853,176 0.52%	640,691 0.18%	182,405	3,820,932 1.07%	494,897 0.14%	356,181,667 99.34%	2,375,688 0.66%	182,405	Carried
3	ADOPTION OF REMUNERATION REPORT	N	336,104,071 94.00%	16,758,882 4.69%	613,386 0.17%	772,282	3,400,807 0.95%	680,187 0.19%	340,276,590 95.12%	17,464,369 4.88%	783,630	Carried
4	GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) UNDER THE LONG-TERM INCENTIVE PLAN	NA	351,210,159 98.22%	1,676,287 0.47%	579,279 0.16%	765,565	3,297,947 0.92%	820,646 0.23%	355,247,785 99.30%	2,522,228 0.70%	775,344	Carried
5	ADVISORY VOTE ON CLIMATE ACTION REPORT	NA	314,160,121 90.84%	26,963,523 7.80%	661,801 0.19%	12,577,871	3,727,474 1.08%	340,904 0.10%	318,711,350 92.10%	27,332,047 7.90%	12,583,771	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

For personal use only