

Incitec Pivot Limited

Office of the Company Secretary

ABN 42 004 080 264

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20 December 2018

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, North Tower
Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir or Madam

Electronic Lodgement

Results of AGM

In accordance with the Listing Rules, I attach a copy of the results of the AGM for release to the market.

Yours faithfully



Jennifer Neoh
Company Secretary (Acting)

Attach.



ANNUAL GENERAL MEETING
Thursday, 20 December, 2018

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 <i>For</i> | Votes <i>Against</i> | Votes <i>Discretionary</i> | Votes <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain **</i> |
| 1 RE-ELECTION OF MR PAUL BRASHER AS A DIRECTOR | 1,218,045,674 | 15,989,136 | 3,517,991 | 1,600,323 | 1,221,897,570 98.71% | 15,997,632 1.29% | 1,600,323 |
| 2 RE-ELECTION OF MR BRUCE BROOK AS A DIRECTOR | 1,233,133,826 | 1,607,882 | 3,567,373 | 844,043 | 1,237,042,517 99.87% | 1,608,965 0.13% | 844,043 |
| 3 APPROVAL OF ISSUE TO THE MANAGING DIRECTOR UNDER THE INCITEC PIVOT PERFORMANCE RIGHTS - LTI PLAN | 1,195,822,356 | 37,802,332 | 3,592,912 | 1,935,524 | 1,199,593,012 96.94% | 37,871,381 3.06% | 1,935,524 |
| 4 ADOPTION OF THE REMUNERATION REPORT (NON BINDING ADVISORY VOTE) | 1,157,625,620 | 27,478,453 | 3,630,952 | 50,418,099 | 1,161,284,609 97.69% | 27,495,897 2.31% | 50,520,341 |

** - 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