#### **Incitec Pivot Limited**

#### Office of the Company Secretary

ABN 42 004 080 264

Registered Office: Level 8, 28 Freshwater Place Southbank Victoria 3006

Tel: (61 3) 8695 4400 Fax: (61 3) 8695 4419

www.incitecpivot.com.au

18 December 2012

ASX Market Announcements Office

Dear Sir or Madam

**Electronic Lodgement** 

#### 2012 AGM Slide Presentation

In accordance with the listing rules, I attach a copy of the 2012 AGM Slide Presentation for release to the market.

Yours faithfully

Complicen

Kerry Gleeson Company Secretary

Attach.

# Annual General Meeting 2012







### **Welcome and Introduction**

Paul Brasher
Chairman







#### **Chairman's Address**

Paul Brasher
Chairman





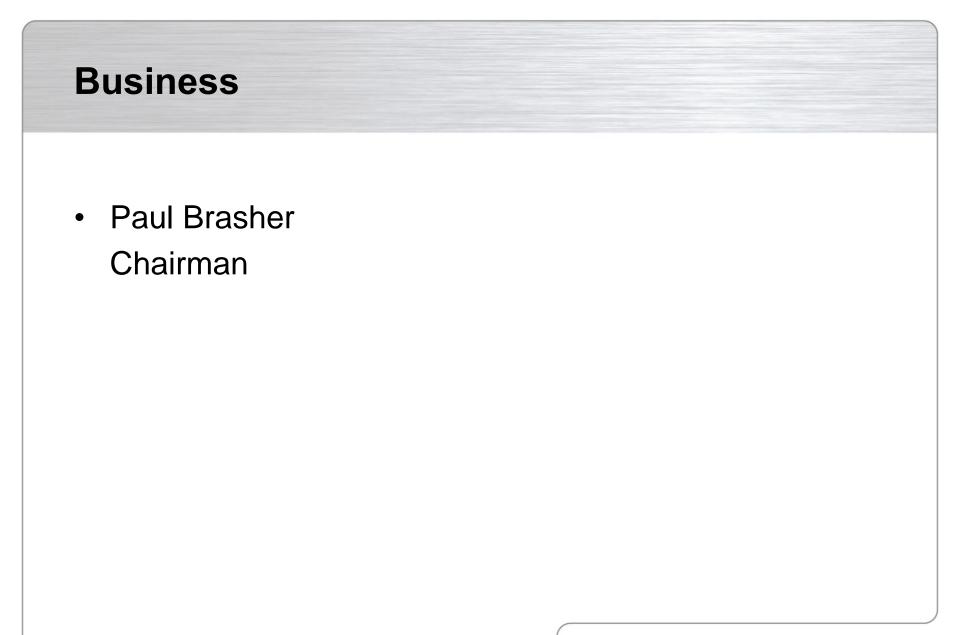
#### **Managing Director's Address**

 James Fazzino Managing Director & CEO















#### **Annual Reports**

To table for discussion the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 September 2012.





# **Re-election of Director – Paul Brasher**

 Chaired by Anthony Larkin Non-executive Director





# **Re-election of Director – Proposed Resolution 1**

That Paul Brasher, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a director of the Company.





# **Re-election of Director – Paul Brasher**

 Address by Paul Brasher Non-Executive Director





#### **Proxy Votes**

**Description of resolution** Re-election of Paul Brasher ForAgainstOpen1,021,909,35329,143,1345,325,377

#### % of votes in favour

These figures relate to proxies lodged 48 hours before the meeting.





96.74%

# **Re-election of Director – Graham Smorgon**

Paul Brasher
Chairman







## **Re-election of Director – Proposed Resolution 2**

That Graham Smorgon, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be reelected as a director of the Company.





# **Re-election of Director – Graham Smorgon**

 Address by Graham Smorgon Non-Executive Director





#### **Proxy Votes**

**Description of resolution** Re-election of Graham Smorgon ForAgainstOpen1,021,614,55629,457,2265,337,611

#### % of votes in favour

These figures relate to proxies lodged 48 hours before the meeting.





96.71%

#### Approval of Issue to Managing Director under the Incitec Pivot Performance Rights Plan

- Paul Brasher
  - Chairman





Approval of Issue to Managing Director under the Incitec Pivot Performance Rights Plan – Proposed Resolution 3

That the grant and vesting of performance rights (including the issue of shares following vesting of performance rights) under the Incitec Pivot Performance Rights Plan to the Managing Director & Chief Executive Officer, James Fazzino, as described in the Explanatory Notes, be approved.





#### **Proxy Votes**

#### **Description of resolution**

Grant and vesting of performance rights (including the issue of shares following vesting of performance rights) under the Incitec Pivot Performance Rights Plan to the Managing Director & CEO, James Fazzino, in accordance with ASX Listing Rules 10.14

ForAgainst1,038,303,2467,814,255

**Open** 2,250,704

#### % of votes in favour

99.04%

These figures relate to proxies lodged 48 hours before the meeting.





#### **Remuneration Report**

Paul Brasher
Chairman







### **Remuneration Report – Proposed Resolution 4**

That the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 September 2012 be adopted.

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.







# Description of resolutionForAgainstOpenAdoption of the<br/>Remuneration Report1,037,899,4996,140,6635,438,008

#### % of votes in favour

98.90%

These figures relate to proxies lodged 48 hours before the meeting.





#### **Meeting Close**

Paul Brasher
Chairman





