

Waggaman, Louisiana



Annual General Meeting

16 December 2016

Incitec Pivot Limited

GLOBAL DIVERSIFIED INDUSTRIAL CHEMICALS

Welcome and Introduction

Paul Brasher, Chairman

Incitec Pivot Limited

GLOBAL DIVERSIFIED INDUSTRIAL CHEMICALS

Chairman's Address

Paul Brasher

Phosphate Hill



Safety

- Total Recordable Injury Frequency Rate 0.76
- Strong improvement in other safety indicators
- Five million hours completed on WALA construction without a lost time injury

Financial Performance

	2015 \$mill	2016 \$mill
Earnings Before Interest and Tax	576	428
Net Profit After Tax (excluding Individually Material Items)	398	295

Foundations for the Future

- **WALA completed and producing**
- **Strong base in United States**
- **Major manufacturing sites operating efficiently**
- **Savings on gas contract for Phosphate Hill**
- **Restructured cost base**
- **Sound balance sheet**
- **High calibre work force**

Incitec Pivot Limited

GLOBAL DIVERSIFIED INDUSTRIAL CHEMICALS

Chairman's Address

Paul Brasher

Phosphate Hill



Incitec Pivot Limited

GLOBAL DIVERSIFIED INDUSTRIAL CHEMICALS

Managing Director & CEO's Address

James Fazzino



Business

Paul Brasher, Chairman

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 2016.

Re-election of Director – Kathryn Fagg

Re-election of Director – Proposed Resolution 1

That Ms Kathryn Fagg, who retires in accordance with the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a director of the Company.

Re-election of Director – Kathryn Fagg

Address by Kathryn Fagg

Non-Executive Director

Re-election of Director – Kathryn Fagg

Proxy Votes

Description of Resolution	For	Against	Open
Re-election of Director – Kathryn Fagg	1,207,810,202	14,340,488	4,071,230

% Votes in Favour 98.50%

These figures relate to proxies lodged 48 hours before the meeting

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

Approval of Issue to the Managing Director under the Incitec Pivot Performance Rights Plan - Proposed Resolution 2

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, Mr James Fazzino, as described in the Explanatory Notes, be approved.

Proxy Votes

Description of Resolution	For	Against	Open
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 Rule 10.14	1,203,131,239	13,932,312	3,994,032

% Votes in Favour 98.53%

These figures relate to proxies lodged 48 hours before the meeting

Amendments to the Company's Constitution

Amendments to the Company's Constitution - Proposed Resolution 3 (Special Resolution)

That the Company's Constitution be amended in accordance with section 136(2) of the Corporations Act 2001 (Cth) in the form tabled at the meeting, initialled by the Chairman of the meeting for identification and as described in the Explanatory Notes, with effect from the close of the meeting.

Proxy Votes

Description of Resolution	For	Against	Open
Amendments to the Company's Constitution	1,217,557,519	1,427,123	4,198,727

% Votes in Favour 99.54%

These figures relate to proxies lodged 48 hours before the meeting

Remuneration Report

Remuneration Report – Proposed Resolution 4

That the Remuneration Report for the Company (included in the Directors' Report) for the financial year ended 30 September 2016 be adopted.

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

Proxy Votes

Description of Resolution	For	Against	Open
Adoption of the Remuneration Report	1,199,125,723	17,835,299	4,039,777

% Votes in Favour 98.21%

These figures relate to proxies lodged 48 hours before the meeting

Poll

Paul Brasher, Chairman

Meeting Close

Paul Brasher, Chairman

Incitec Pivot Limited

GLOBAL DIVERSIFIED INDUSTRIAL CHEMICALS