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19 November 2020

Market Announcements Office  
Australian Securities Exchange

### ELECTRONIC LODGEMENT

Dear Sir or Madam

#### Notice of Annual General Meeting 2020

In accordance with the Listing Rules, attached is a copy of the following documents for release to the market:

- Notice of Annual General Meeting 2020
- Proxy Form
- Letter to Shareholders
- Virtual AGM Online Guide

Yours faithfully



Richa Puri  
Company Secretary

# NOTICE OF ANNUAL GENERAL MEETING 2020

**Incitec Pivot Limited**  
ABN 42 004 080 264

Incitec Pivot Limited (the Company or Incitec Pivot) gives notice that the Annual General Meeting (AGM) of shareholders will be held on Friday, 18 December 2020 at 11.00am, Australian Eastern Daylight Time (AEDT) – Melbourne time.

We are committed to ensuring Zero Harm for our shareholders, our employees, our community and other stakeholders. Therefore, in light of the COVID-19 pandemic, Government restrictions on public gatherings and social distancing requirements, the 2020 AGM will be held virtually through an online platform. There will not be a physical meeting that shareholders can attend. The online platform will allow shareholders to watch, vote and ask questions during the AGM in real time, regardless of their location. Information on how to participate in the virtual AGM is set out in this Notice of Meeting and the Virtual AGM Online Guide.

In the event that it is necessary for the Company to give further updates on the AGM, information will be provided on the Company's website and lodged with the Australian Securities Exchange (ASX).

## HOW TO PARTICIPATE IN THE 2020 AGM

### Watch and participate live online

Shareholders and proxyholders can watch and participate in the AGM via the online AGM platform at <https://agmlive.link/IPL20>. Registration for the AGM will commence at 10.30am (AEDT).

To participate in the meeting, you will require;

- » a computer or mobile/tablet device with internet access; and
- » your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), so that you can be verified as a shareholder or proxyholder. Proxyholders will need to enter their proxy code which will be provided by Link Market Services, via email within 24 hours prior to the AGM.

Further information regarding the AGM online platform, including how to vote and ask questions online during the AGM, is contained in the Virtual AGM Online Guide (available at <https://investors.incitecpivot.com.au/shareholder-information/annual-general-meeting>). We recommend that you test that your device is able to connect to the online AGM platform ahead of time.

An archive of the AGM webcast will be available on our website shortly after the meeting.

### Options for asking questions

The AGM is intended to give shareholders the opportunity to hear both the Chairman and the Managing Director & CEO talk about the financial year just passed and to also give some insight into the Company's prospects for the year ahead. A discussion will be held on all items of business being considered at the AGM. Shareholders will have a reasonable opportunity to ask or submit questions at the AGM on the items of business, the operations and management of Incitec Pivot, and in relation to the content of the auditor's report and the conduct of the audit.

**Before the meeting:** Shareholders are able to submit written questions in advance of the AGM via the following two methods:

- » Incitec Pivot investor centre at <https://investorcentre.linkmarketservices.com.au/voting/IPL>; or
- » online at Incitec Pivot's website [www.incitecpivot.com.au/contact-us](http://www.incitecpivot.com.au/contact-us) by no later than 5.00pm (AEDT) on Thursday, 17 December 2020.

**At the meeting:** Shareholders may direct questions during the meeting to the Chairman via the online platform at <https://agmlive.link/IPL20>. Only verified shareholders and proxyholders may ask questions online.

More detailed information on how to ask questions during the AGM is provided in the Virtual AGM Online Guide available at <https://investors.incitecpivot.com.au/shareholder-information/annual-general-meeting>.

We will endeavour to address the most frequently raised questions by shareholders during our AGM presentations and answer as many questions as possible during question time on the day. However, there may not be sufficient time available at the meeting to address all questions raised. Please note that individual responses will not be sent to shareholders.

**Incitec Pivot Limited**

**DYNO**  
Dyno Nobel



INNOVATION ON THE GROUND

# ITEMS OF BUSINESS

## 1. Financial statements and reports

To receive and consider the financial report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 September 2020.

## 2. Election and re-election of Directors

To consider and, if thought fit, to pass the following as separate ordinary resolutions:

- (a) Mr George Biltz, who was appointed as a Director since the last Annual General Meeting and, being eligible, is elected as a Director of the Company.
- (b) Mr Brian Kruger, who retires as a Director in accordance with the Company's Constitution and, being eligible, is re-elected as a Director of the Company.

Details of the qualifications and experience of George Biltz and Brian Kruger are set out in the Explanatory Notes.

## 3. Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

The Remuneration Report of the Company for the year ended 30 September 2020 is adopted.

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

## 4. Grant of performance rights to the Managing Director & CEO

To consider and, if thought fit, to pass the following as an ordinary resolution:

The grant of performance rights to the Managing Director & CEO, Ms Jeanne Johns, under the Company's Long Term Incentive Plan on the terms described in the Explanatory Notes, is approved for all purposes including ASX Listing Rule 10.14.

By order of the Board.



Richa Puri  
Company Secretary

19 November 2020

# IMPORTANT INFORMATION

## Annual Report

Incitec Pivot's Annual Report is available at <https://investors.incitecpivot.com.au/shareholder-information/company-reports>.

Printed copies of the 2020 Annual Report will be dispatched to shareholders who have elected to receive a hard copy.

## Shareholders entitled to attend and vote

All shareholders may attend the AGM.

For the purposes of voting at the meeting, shareholders will be taken to be those persons recorded on the Company's register of members as at 7.00pm (AEDT) on Wednesday, 16 December 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

If more than one joint holder of shares is present at the AGM (whether virtually, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

All items of business set out in the Notice of Meeting will be decided by way of a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

## Voting by proxy

If you are a shareholder entitled to vote at the AGM, you may appoint a proxy to attend on your behalf. A proxy can be either an individual or a body corporate. A proxy does not need to be a shareholder of the Company. The appointment may specify the proportion or number of votes the proxy may exercise.

If you wish to appoint a body corporate as your proxy, that body corporate will need to appoint an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act and provide satisfactory evidence of the appointment prior to commencement of the AGM. If satisfactory evidence of an appointment as corporate representative is not received at least 48 hours before the commencement of the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If you are a shareholder holding two or more shares, you can appoint either one or two proxies to act on your behalf. Where two proxies are appointed, you can specify what proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy will exercise half of your votes. If both your proxies are present, neither proxy is entitled to vote on the poll.

If your proxy chooses to vote, he/she must vote in accordance with your directions on the Proxy Form. If you have directed the proxy how to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.

If you do not mark a box on the Proxy Form directing your proxy how to vote, your proxy may vote as they choose on that item. If the Chairman of the meeting is your proxy (or becomes your proxy by default), then the Chairman of the meeting intends to exercise your votes in favour of the relevant resolutions (subject to any voting restrictions outlined below).

If you intend to appoint a member of the Key Management Personnel (as defined in the 'Voting restrictions' section below) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Items 3 and 4, otherwise they may not be able to cast a vote as your proxy on those items.

## Lodgement of Proxy Forms

Completed Proxy Forms (and any authority under which it is signed or a certified copy of the authority) must be received by the Company via its Share Registry by no later than 11.00 am (AEDT) on Wednesday 16 December 2020. Proxy Forms can be lodged with the Company's Share Registry by one of the following methods:

**Online** at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and follow the prompts to lodge your proxy. To use this facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on your Proxy Form.

**By mail** to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia

**By facsimile** to Link Market Services Limited on + 61 2 9287 0309

**By hand** delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you require a hard copy Proxy Form, please contact the Company's Share Registry, Link Market Services Limited, on +61 1300 303 780.

A Proxy Form must be signed by you or your attorney. In the case of shares held jointly by two or more persons, all joint holders must sign the Proxy Form.

## Corporate Shareholders

A body corporate that is a shareholder may appoint an individual as its representative to attend and vote at the meeting and to exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative must ensure that the Company has received evidence of his/her appointment, including any authority under which the appointment is signed in advance of the AGM, unless it has been previously provided to the Company.

## Voting by attorney

A Proxy Form and the original power of attorney under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (AEDT) on Wednesday 16 December 2020, which is 48 hours before the AGM.

## Voting restrictions

The laws that apply to voting on resolutions relating to members of the Key Management Personnel (or KMP) – relevantly, Items 3 and 4 – are complex.

KMP are the Directors of the Company (including the Chairman of the meeting) and those persons having the authority and responsibility for planning, directing and controlling the activities of the Company. The KMP for the financial year ended 30 September 2020 are identified in the Remuneration Report, which forms part of the Company's 2020 Annual Report.

To ensure your vote counts, please read the following guidance on voting restrictions and proxy appointment.

## Voting exclusions for Items 3 and 4

### Item 3

The Company will disregard any votes cast on Item 3:

- » by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 30 September 2020 or their closely related parties, regardless of the capacity in which the vote is cast; or
- » as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 3:

- » in accordance with a direction in the proxy form; or
- » by the Chairman of the AGM pursuant to an express authorisation to exercise the proxy even though Item 3 is connected with the remuneration of the KMP.

### Item 4

The Company will disregard any votes on Item 4:

- » cast in favour of the resolution by or on behalf of the Managing Director & CEO, Jeanne Johns and her associates, regardless of the capacity in which the vote is cast; or
- » cast as proxy by a person who is a member of the Company's KMP on the date of the AGM or their closely related parties, unless the vote is cast on Item 4:
  - » as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - » by the Chairman of the AGM as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise undirected proxies as the Chairman decides; or
  - » by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## If you appoint the Chairman of the meeting as your proxy

If you appoint the Chairman of the AGM as your proxy (or if the Chairman of the meeting becomes your proxy by default), and you do not direct your proxy how to vote on Item 3 and/or Item 4 on the Proxy Form, you will be expressly authorising the Chairman of the meeting to exercise your proxy on these items even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

The Chairman of the meeting intends to vote all available proxies in favour of each resolution.

## Technical difficulties when attending online

Technical difficulties may arise during the course of the online meeting. The Chairman has discretion as to whether and how the online meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the online meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

# EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and have been prepared for the information of shareholders regarding the items of business to be considered at Incitec Pivot's 2020 AGM.

Items 2(a), 2(b), 3 and 4 are ordinary resolutions which require a simple majority of votes cast by shareholders entitled to vote on the resolution.

The Board recommends that shareholders read the Explanatory Notes before determining whether or not to support the resolutions.

## Item 1 – Financial statements and reports

No vote is required to be held on this item. Shareholders will be given the opportunity to ask questions and make comments on the consolidated financial report of the Company, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 September 2020 and the management and performance of the Company.

There will also be an opportunity to ask questions of the Company's auditor relevant to the conduct of the audit, the preparation and content of the auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## Item 2 – Election and re-election of directors

### Election of director – Item 2(a)

George Biltz, who was appointed by the Board in accordance with article 6.2(a) of the Company's Constitution, retires and, being eligible, presents himself for election in accordance with article 6.3(f) of the Company's Constitution. The Board considers George Biltz to be an independent director and has endorsed his nomination for election.

#### **Mr George Biltz** *BChE, MBA, NACD*

Independent Non-executive Director

George was appointed as a non-executive director of the Company on 1 December 2020.

George is a chemical engineer and an experienced non-executive director who has extensive global executive experience in the industrial chemicals manufacturing sector. George is based in the United States.

George has held various senior management and executive roles during his executive career which spans over 40 years, including as President & CEO of Traverse Advisors, President & CEO of PQ Corporation, Executive Vice President at Axiall Corporation and over a 30 year career with The Dow Chemical Company where he held various senior management and executive roles including as Corporate Vice President – President of the Energy Business Unit and Corporate Vice President of Strategic Development & Planning.

George is currently the Executive Chair of the Board at Kymera International (a global manufacturer of metal powders and pastes) and was previously a director of PQ Corporation, Zeolyst International, the American Chemistry Council and the Army Aviation Heritage Foundation.

George's experience in executive and non-executive roles in the industrial chemicals sector, particularly in North America is of significant value given the Company's large presence in that market. George brings a range of skills and expertise to the Board including in strategy, governance and risk, operations, capital projects, acquisitions and integration, finance, industrial chemicals and engineering.

Prior to the Board's decision to appoint him as a non-executive director, George underwent background and reference checks, with no concerns raised from the checks.

### **Recommendation**

The Board (other than George Biltz who is the subject of this resolution) recommends that shareholders vote in favour of George Biltz's election

### **Re-election of director – Item 2(b)**

In accordance with the Company's Constitution, a Director must retire from office no later than the longer of the third AGM and three years following that Director's last election. Retiring Directors are eligible for re-election.

Brian Kruger was last elected as a Director at the 2017 AGM. Brian Kruger therefore retires in accordance with article 6.3(b) of the Company's Constitution and, being eligible, presents himself for re-election. The Board considers Brian Kruger to be an independent director and has endorsed his nomination as a candidate for re-election.

#### **Mr Brian Kruger** *BEC*

Independent Non-executive Chairman

Brian was appointed as a non-executive director of Incitec Pivot on 5 June 2017 and was appointed Chairman on 1 July 2019.

Brian is a member of the Nominations Committee (Chairman), the Remuneration Committee and the Health, Safety, Environment and Community Committee.

Brian is the former Managing Director & Chief Executive Officer of Toll Holdings Limited, having joined Toll in 2009 as Chief Financial Officer, before being appointed Managing Director & Chief Executive Officer in 2012. Prior to joining Toll, Brian had a career spanning 25 years in the resources and industrial sectors in Australia and the United States. Brian brings to the Board significant experience in the industrial sector and a deep knowledge of manufacturing operations including in North America, as well as executive and non-executive leadership experience in the Australian listed company environment.

Brian is currently the non-executive Chairman of Racing Victoria Limited.

The Board has reviewed the performance of Brian and believes that he continues to provide a valuable contribution to the Board, noting that Brian has been a high-performing director over his term of office, and that he has extensive business experience in the finance, supply chain management, operations, manufacturing, resources and industrial sectors.

### **Recommendation**

The Board (other than Brian Kruger who is the subject of this resolution) recommends that shareholders vote in favour of Brian Kruger's re-election.

## Item 3 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report for the financial year ended 30 September 2020.

The Remuneration Report, which sets out in detail the Company's policy for determining remuneration for directors and executives, is contained in the 2020 Annual Report. It includes information on the elements of remuneration that are performance based, the performance hurdles that apply and the methodology used to assess satisfaction of those performance measures.

The Company's Remuneration Report demonstrates how the Company continues to align its remuneration policy and outcomes with company performance and the achievement of business strategy. The Board believes that the Remuneration Report confirms the strong link between investors interests, the Company's performance and KMP remuneration.

The Corporations Act requires that a resolution to adopt the Remuneration Report must be put to a vote at the AGM. The vote on this item is advisory only and does not bind the directors or the Company. However, shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Board will take the outcome of the vote into consideration when reviewing the future remuneration arrangements of the Company.

#### **Recommendation**

The Board recommends that shareholders vote in favour of this resolution.

### **Item 4 – Grant of performance rights to Managing Director & CEO**

As part of its executive remuneration strategy, the Company operates a Long Term Incentive Plan (LTI Plan). Under the LTI Plan, eligible executives are offered performance rights to acquire fully paid ordinary shares in the Company (Shares) subject to the satisfaction of certain performance conditions.

The Managing Director & Chief Executive Officer (MD&CEO), Jeanne Johns is a participant in the LTI Plan, which seeks to align the interests of the MD&CEO and the Company's executives with

those of the Company's shareholders by rewarding performance in line with the creation of shareholder value.

Shareholders are asked to approve the grant of performance rights (Rights) to Jeanne Johns under the LTI Plan for 2020/23 on the terms set out in these Explanatory Notes, for the purposes of ASX Listing Rule 10.14 and all other purposes. Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme, including securities such as performance rights where shares may be issued by the company upon vesting and exercise.

The Board currently intends to source the shares to satisfy the vesting of Jeanne Johns' Rights through on-market purchases, however it is seeking shareholder approval in the interests of good corporate governance and to preserve flexibility in case it is ultimately considered in the Company's best interests to issue shares rather than source them on-market.

A brief overview of the details of the proposed grant is set out below.

#### **Recommendation**

The Board (other than Jeanne Johns who has an interest in this resolution) recommends that shareholders vote in favour of this resolution.

In making this recommendation, the Board members (other than Jeanne Johns) consider that the LTI Plan aligns the interests of Jeanne Johns with the creation of shareholder value and that the Board has established demanding performance conditions to promote behaviour to achieve long term superior performance.

<b>Entitlement under LTI Plan</b>	<p>The number of performance rights to be issued to Jeanne Johns is determined using a face value calculation.</p> <p>The face value of Jeanne Johns' LTI Plan 2020/23 participation is determined by reference to a percentage (150%) of her fixed annual remuneration of \$1,640,000.</p> <p>The actual number of Rights to be allocated will be determined by dividing Jeanne Johns' LTI participation value by the volume weighted average price (VWAP) of the Company's shares during the 5 business days immediately following the FY20 full year results announcement (rounded down to the nearest whole number of Rights).</p> <p>For example, if the VWAP of the Company's ordinary shares over this period is \$2.20, then Jeanne Johns would be granted 1,118,181 Rights (being 150% x 1,640,000 / \$2.20).</p>
<b>Date of the grant</b>	If shareholder approval is obtained, the Rights will be granted to Jeanne Johns shortly after the AGM, and in any event no later than 12 months after the AGM.
<b>Performance conditions</b>	<p>Vesting of the Rights will be subject to the following three performance conditions:</p> <ul style="list-style-type: none"> <li>» relative Total Shareholder Return (TSR) of the Company (measuring TSR against companies in the S&amp;P/ASX 100) (TSR Condition);</li> <li>» return on invested capital (ROIC Condition); and</li> <li>» the delivery of long term value metrics (Long Term Value Metrics).</li> </ul> <p>These conditions focus on sustained performance of the Company. All three conditions cover a three-year performance period, with the ROIC Condition and Long Term Value Metrics measured over the period, 1 October 2020 to 30 September 2023. The TSR Condition will be measured over the three-year period commencing five business days from the date after the FY20 full year results announcement and ending on the 5th business day following the announcement of FY23 full year results.</p> <p>The number of Rights that vest at the end of the performance period depends on the degree to which each of the TSR Condition, the ROIC Condition and Long Term Value Metrics has been satisfied. The three conditions apply and are assessed independently of each other. A summary of how each condition operates is set out below. Any Rights that do not vest at the end of the performance period will lapse.</p> <p><b>TSR Condition</b></p> <ul style="list-style-type: none"> <li>» This applies to 40% of the Rights granted under the LTI Plan 2020/23.</li> <li>» TSR reflects the growth in the price of the Company's ordinary shares over a period, plus the value of the dividends or distributions paid in respect of the Company's securities notionally reinvested in the Company's ordinary shares.</li> <li>» The TSR Condition requires growth in the Company's TSR to be at or above the median of the TSR of companies in the comparator group, being the S&amp;P/ASX 100 Index. The Board has discretion to make adjustments to the comparator group to reflect certain events occurring during the performance period (such as a demerger, takeover, delisting or capital reconstruction).</li> </ul>

**Performance conditions**  
(continued)

- » The table below sets out the percentage of Rights subject to the TSR Condition that can vest depending on the Company's performance against the comparator group over the three-year performance period:

Relative TSR ranking of IPL against comparator group	% of Rights subject to TSR Condition that will vest
Below the 50th percentile	Nil
50th to 75th percentile	Pro rata from 50% on a straight line basis
At or above the 75th percentile	100%

**ROIC Condition**

- » This applies to 40% of the Rights granted under the LTI Plan 2020/23.
- » The ROIC Condition is the absolute Return on Invested Capital (ROIC) measured in respect of the final year of the performance period.
- » ROIC has been selected as it is a key determinant of efficient use of the capital entrusted to management by shareholders. It also reflects all of the levers to create shareholder value, including operational efficiency, capital efficiency, asset utilisation and profitability.
- » The table below sets out the percentage of Rights subject to the ROIC Condition that can vest depending on the achievement of absolute ROIC:

Absolute ROIC	% of Rights subject to the ROIC Condition that will vest
Below 6.0%	Nil
6.0% < 6.4%	Pro rata from 50% on a straight line basis
6.4% or greater	100%

- » The above targets represent significant improvement in ROIC and have been determined in the context of the goodwill recognised on the Company's balance sheet for the acquisition of Dyno Nobel in 2008.

**Long Term Value Metrics**

- » This applies to 20% of the Rights granted under the LTI Plan 2020/23.
- » The Board sets the Long Term Value Metrics each year based upon the Company's key strategic priorities. The Board has determined that for the LTI Plan 2020/23, achievement of the Long Term Value Metrics will be assessed at the end of the performance period against a balanced scorecard (Scorecard) comprising specific performance goals and measurement criteria which align with the Company's Value Drivers. The Company's Value Drivers form a key component of the Company's strategy to deliver growth and shareholder value.

For the LTI Plan 2020/23, the Scorecard focuses on the following Value Drivers:

- » Manufacturing excellence: The focus on delivery of world-class performance in manufacturing excellence reflects the Company's commitment to drive continuous improvement in relation to productivity and reliability.
- » Customer practical technology & innovation: By focusing on leading technology solutions and customer relationships, the Long Term Value Metrics aims to incentivise the participating executives to create tangible and deliverable new sources of revenue through growth in margin from technology sales and at the same time partner and build strong relationships with the Company's customers.

Details of the specific performance goals comprising the Scorecard for the Long Term Value Metrics will be notified to executives who are offered Rights under the LTI Plan. These performance goals involve quantitative or measurable targets. The Company considers some of the targets to be commercial-in-confidence, such that publication of that information prior to the end of the performance period may be prejudicial to the interests of the Company.

A summary of the Scorecard measurement criteria and performance goals is set out in the table below.

Value Driver	Measurement criteria	Performance Goals
Manufacturing Excellence	Manufacturing Reliability	To deliver target reliability at the major ammonia plants (using Philip Townsend Associates Global Ammonia plan benchmarking) by end of 2023
Customer, Practical Technology & Innovation	Margin from technologies	Margin Expansion enabled by technology sales
	Customer retention and growth in footprint	Key customer retention at acceptable margins

<b>Performance conditions</b> (continued)	<b>Assessing satisfaction of the Long Term Value Metrics</b>
	<p>Following the end of the performance period for the Long Term Value Metrics in the LTI Plan 2020/23, the Board will determine the outcome of the Long Term Value Metrics, having regard to the results achieved against the performance goals across the entirety of the Scorecard.</p>
	<ul style="list-style-type: none"> <li>» If the Board determines that all of the performance goals in respect of the Long Term Value Metrics have been achieved: All of the Rights subject to the condition will vest (that is, 20% of the Rights granted).</li> <li>» If the Board determines that the performance goals in respect of the Long Term Value Metrics are only partially achieved: The extent to which the Rights will vest (if at all) will be determined by the Board.</li> </ul>
	<p>In making its determination, the Board will have regard to the results achieved against the performance goals, without applying a specific weighting to any particular performance goal. For example, the Board may determine that all or a proportion of the Rights that are subject to the Long Term Value Metrics vest. Similarly, the Board could determine that none of the Rights are to vest, if some or all of the performance goals were not satisfactorily met during the performance period.</p>
	<p>Details of the performance goals are disclosed at the end of the performance period. Performance against the Long Term Value Metrics, including the rationale for the vesting percentage, will be disclosed in the Remuneration Report following vesting.</p>
	<p>In respect of all three performance conditions under the LTI 2020/23, the Board may exercise its discretion to include or exclude an Individually Material Item (IMI), taking into account the nature of the IMI, and having regard to whether, in the circumstances, it would be appropriate for the IMI to be attributed to the management team.</p>
<b>Price payable</b>	<p>No amount will be payable by Jeanne Johns upon the grant, vesting or exercise of the Rights.</p>
<b>Vesting</b>	<p>A Right will vest where the Board gives notice that the relevant performance condition has been satisfied to the required extent. It may also vest where the Board gives notice to Jeanne Johns under certain conditions, e.g. in the case of a takeover bid. Once a Right vests, it will be deemed to have been exercised.</p> <p>On vesting and exercise, Jeanne Johns will ordinarily receive one ordinary share in the Company for each Right that vests. The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares.</p>
<b>Trading restrictions</b>	<p>Jeanne Johns will not be permitted to dispose of, or otherwise deal with, the Rights. Subject to compliance with applicable laws and the Company's Securities Trading Policy, Jeanne Johns will be free to deal with any Shares allocated to her upon the vesting and exercise of Rights.</p>
<b>Treatment on cessation of employment</b>	<p>Unless the Board determines otherwise, if Jeanne Johns ceases to be employed before 30 September 2023 for a Permitted Reason (being a reason other than resignation, termination for cause or gross misconduct), the number of Jeanne Johns' Rights that have not already become vested Rights (and that will lapse) will be determined on a pro rata basis reflecting the number of days remaining in the performance period after Jeanne Johns ceased to be employed by the Company. The remaining Rights will be tested in the ordinary course against the performance conditions at the end of the performance period.</p> <p>If Jeanne Johns ceases to be employed before 30 September 2023 for a reason other than a Permitted Reason, all her Rights will lapse, unless the Board determines otherwise in its absolute discretion and subject to the law.</p>
<b>Clawback</b>	<p>Under the LTI Plan, the Board may exercise discretion to require repayment of all or part of any LTI awarded, or a reduction of unvested awards, in the event of fraud, dishonesty, gross misconduct, or a material misstatement (or omission) which results in a restatement of the audited financial report.</p>
<b>Other required information – ASX Listing Rules</b>	<ul style="list-style-type: none"> <li>» Jeanne Johns is a director of the Company and the only director of the Company entitled to participate in the LTI Plan. No associate of any director is entitled to participate.</li> <li>» Jeanne Johns' fixed annual remuneration is currently \$1,640,000 (FAR) which will remain unchanged for the remainder of the 2021 financial year. The components of 'at risk' compensation for Ms Johns are as follows: <ul style="list-style-type: none"> <li>– STI – up to 150% of FAR, normally payable (pending satisfaction of the Company's Minimum Shareholding Requirement) partly in cash and partly in the form of restricted shares; and</li> <li>– LTI – up to 150% of FAR, granted in performance rights under the LTI Plan.</li> </ul> </li> <li>» The Company uses performance rights for the LTI award because they create share price alignment between Jeanne Johns and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless the performance rights vest.</li> <li>» Jeanne Johns has previously been granted a total of 2,013,675 Rights (for nil cost) under prior year LTI Plans, of which 67,415 have vested (or will vest) into Shares and 606,742 have lapsed.</li> <li>» Details of any securities issued to Jeanne Johns under the LTI Plan will be published in the Company's Annual Report for the relevant year, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</li> <li>» Jeanne Johns will not be provided with any loan in connection with the Rights issued to her. The Rights have no dividend entitlement. The Rights will not be quoted or transferable.</li> <li>» If the resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Jeanne Johns.</li> </ul>



**Incitec Pivot Limited**

ABN 42 004 080 264

Level 8, 28 Freshwater Place  
Southbank Victoria 3006 Australia

T. + 61 3 8695 4400  
F. + 61 3 8695 4419

Postal address  
Incitec Pivot Limited  
GPO Box 1322  
Melbourne Victoria 3001  
Australia

[www.incitecpivot.com.au](http://www.incitecpivot.com.au)



## LODGE YOUR PROXY

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Incitec Pivot Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 303 780



X99999999999

## PROXY FORM

I/We being a member(s) of Incitec Pivot Limited (**Company**) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT - Melbourne Time) on Friday, 18 December 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate online at <https://agmlive.link/IPL20> (refer to details in the Notice of Meeting and the Virtual AGM Online Guide).

**Important for Resolutions 3 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below then by submitting this Proxy Form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote available proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

For Against Abstain\*

2a Election of Mr George Biltz as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2b Re-election of Mr Brian Kruger as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Adoption of the Remuneration Report (Non binding advisory vote)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Grant of performance rights to the Managing Director & CEO

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IPL PRX2001N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. Your proxy will be sent a code via email within 24 hours prior to the AGM. This code is required to register to vote via the online portal during the Meeting. If you do not provide an email address, your proxy will need to contact the Company's share registry on the phone number provided on the top of this form, to retrieve the relevant code. If your proxy does not cast a vote on your behalf, your proxy appointment will revert to the Chairman.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT - Melbourne time) on Wednesday, 16 December 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Incitec Pivot Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communications via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

19 November 2020

## Incitec Pivot Limited 2020 Annual General Meeting

Dear Shareholder

It is my pleasure to invite you to attend the Annual General Meeting (**AGM**) of Incitec Pivot Limited (the **Company** or **Incitec Pivot**) to be held on **Friday, 18 December 2020 at 11.00am, Australian Eastern Daylight Time (AEDT) – Melbourne time.**

### Virtual AGM

We are committed to ensuring Zero Harm for our shareholders, our employees, our community and other stakeholders. Therefore, in light of the COVID-19 pandemic, Government restrictions on public gatherings and social distancing requirements, the 2020 AGM will be held virtually through an online platform. There will not be a physical meeting that shareholders can attend. The online platform will allow shareholders to watch, vote and ask questions during the AGM in real time.

On the day, IPL's 2020 AGM can be accessed at <https://agmlive.link/IPL20>. When viewing the AGM via the online platform, you will be able to view presentations from myself and the Managing Director & CEO, Ms Jeanne Johns, and vote and ask questions, as you would at a physical meeting. If you wish to attend the virtual 2020 AGM, we recommend that you read the Virtual AGM Online Guide in advance of the meeting.

### Notice of Meeting

The Notice of Meeting (**Notice**) was today released to Australian Securities Exchange (**ASX**) and proxy voting on the items of business has opened.

The Notice sets out the items of business for consideration at the 2020 AGM including:

- Incitec Pivot's Financial Statements and Reports for FY20;
- Election of Mr George Biltz as a Director;
- Re-election of Mr Brian Kruger as a Director;
- Adoption of Incitec Pivot's Remuneration Report for FY20; and
- Grant of performance rights to the Managing Director & CEO, Ms Jeanne Johns under the Company's Long-Term Incentive Plan.

Please note that you will not be mailed a physical copy of the Notice of Meeting or Proxy Form this year. This reflects temporary changes made by the Government in response to the COVID-19 pandemic, which allow notices of meeting and other information regarding the meeting to be made available online for shareholders.

The Notice of Meeting, Proxy Form and Virtual AGM Online Guide are available at <https://investors.incitecpivot.com.au/shareholder-information/annual-general-meeting>, or alternatively from Incitec Pivot's Share Registry, Link Market Services at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

An electronic copy of the Notice, together with a personalised link to online voting has been emailed to those shareholders who have elected to receive communications from Incitec Pivot electronically. These documents contain information about how to participate in the virtual AGM and have been lodged with the ASX. If you have any queries or experience any difficulties with the online platform, please contact Incitec Pivot's Shareholder Information Line on +61 1300 303 780.

### **Voting ahead of the meeting**

If you are unable to participate in the virtual AGM, you are encouraged to appoint a proxy to vote on your behalf. Your proxy nomination must be lodged no later than 11:00am (AEDT) on Wednesday, 16 December 2020. To submit your proxy vote online or via mobile device:



Step 1: Go to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and enter 'Incitec Pivot Limited' or 'IPL' as the Issuer OR access using the adjacent QR code.

Step 2: Enter your Holder Identifier, being your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) (found on the front of this letter), and post code.

Step 3: Enter the security code, read and accept the terms and conditions and click 'Login'.

Step 4: Select 'Voting' to lodge your vote.

### **Shareholder questions**

Shareholders are able to submit written questions in advance of the AGM via the following two methods:

- via the online AGM platform at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- online at Incitec Pivot's website [www.incitecpivot.com.au/contact-us](http://www.incitecpivot.com.au/contact-us) by no later than 5.00pm (AEDT) on Thursday, 17 December 2020.

We will endeavour to address the most frequently raised questions by Shareholders during our AGM presentations and answer as many questions as possible during question time on the day.

### **Electronic communications**

Switching to electronic communications ensures you receive information about Incitec Pivot in a timely, efficient and environmentally friendly manner. We encourage you to update your communications preferences by following Steps 1-3 of the instructions above and then select 'Communications' to register your email address and receive future communications electronically.

We look forward to your participation at Incitec Pivot's 2020 AGM.

On behalf of the Board, I thank you for your continued support of Incitec Pivot.

Yours faithfully

A handwritten signature in black ink, appearing to read 'B. Kruger', positioned above the printed name of the Chairman.

Brian Kruger  
Chairman

# Virtual AGM Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual AGM Online Guide



## Step 1

Open your web browser and go to <https://agmlive.link/IPL20>

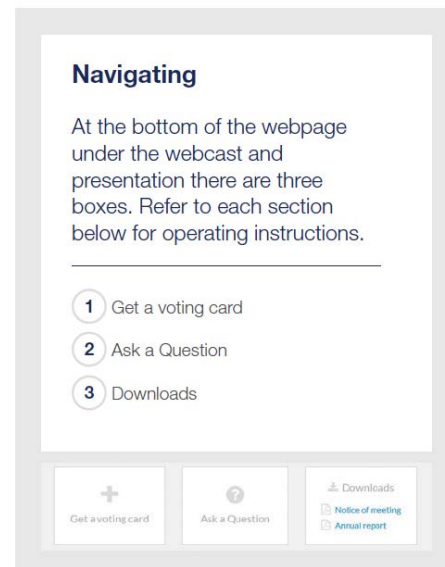
## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.



## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

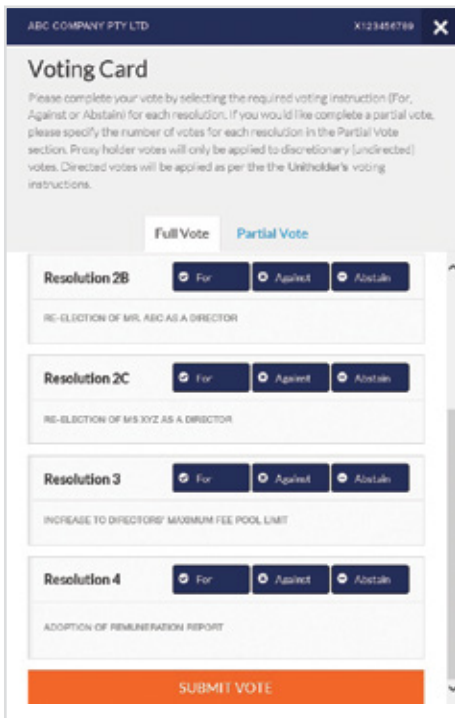
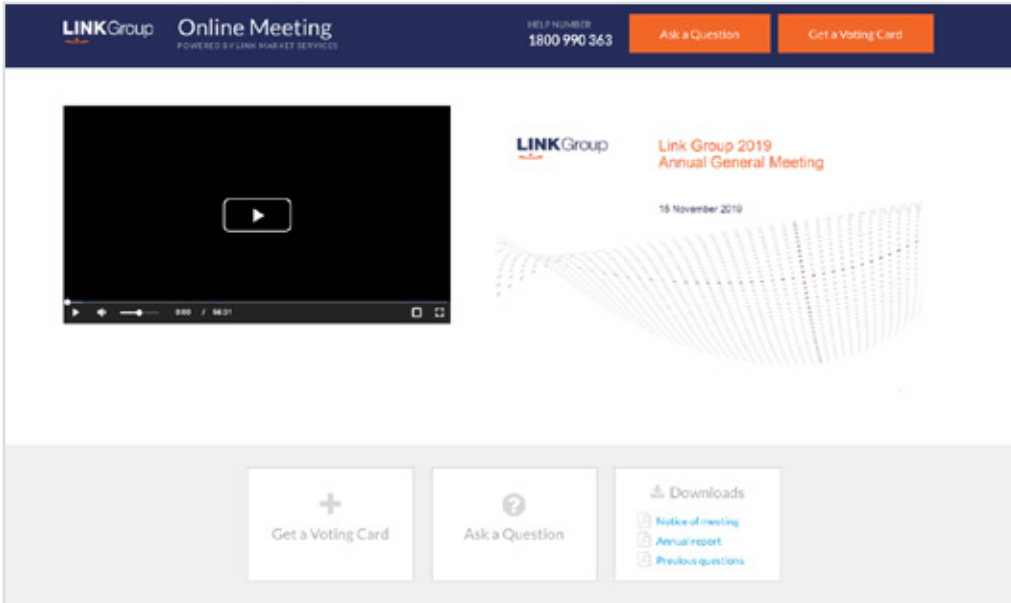
A screenshot of the "Voting Card" registration form. It is titled "Voting Card" and asks the user to "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" with fields for "Shareholder Number" and "Post Code", and "PROXY DETAILS" with a field for "Proxy Number". Both sections have an orange "SUBMIT DETAILS AND VOTE" button. An "OR" separator is between the two sections. There is also a small "Outside Australia" link.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

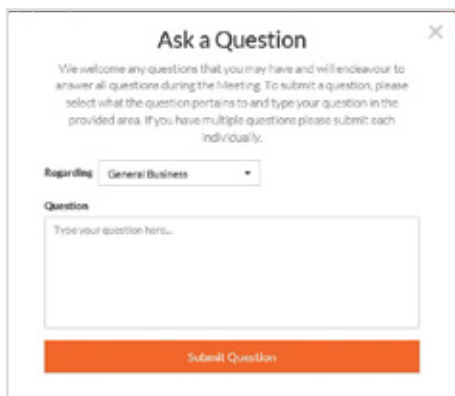


## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



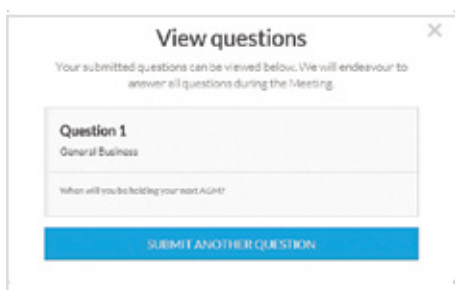
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

We will endeavour to address the most frequently raised questions by shareholders during our AGM presentations and answer as many questions as possible during question time on the day. However, there may not be sufficient time available at the meeting to address all questions raised. Please note that individual responses will not be sent to shareholders.



## Contact us

### Australia

T 1300 554 474

E info@linkmarketservices.com.au

### New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz

## 3. Downloads

You can view the Notice of Meeting and Annual Report in the download section.

## Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted. A voting card that has been submitted cannot be changed once voting has closed. At the close of the meeting any votes you have submitted will automatically be included in the poll. Voting cards that are incomplete or unsubmitted will be discarded.