

## Incitec Pivot Ltd 2024 AGM report

ASX code	IPL
Meeting date	19 December 2024
Type of meeting	Physical plus webcast
Monitor	Peter Aird
Pre AGM-meeting	Yes, with Chair Greg Robinson, NED Tonianne Dwyer (Chair Remuneration Committee) & Co Sec Richa Puri.

### Meeting Statistics

Number of holdings represented by ASA	58
Number of shares represented by ASA	598,329
Value of shares represented by ASA	\$1.77m
Total number attending meeting	46 shareholders, 36 visitors
Market capitalisation	\$5.8 billion
ASA open proxies voted	ASA voted in favour of all the resolutions except Nos 5 and 6 discussed below.

The meeting opened with a video presentation and the Chair's and CEO's addresses. This included the statement that IPL had an "ambition to become the global leading explosives company". The CEO clarified the 3 components of the Fertiliser business divestiture, being Real Estate sales (Gibson Island, Geelong), sale of the manufacturing assets and the Distribution business. The expectation is that this will be completed in the next 6-12 months.

The Chair then proceeded to put the 9 Resolutions to the meeting, requesting questions after each one. The three Directors seeking election all spoke, as did the Chair of Remuneration committee.

The first question was a written shareholder question asking about growth prospects for the Explosives company, with the response that IPL is not currently in about 50% of the Explosives market (by location) and with their leading technology they believed that they could drive the business to the "next level" (CEO) primarily using their internal resources and without major capital or Merger and Acquisition activity.

ASA asked why they hadn't run this meeting as a full hybrid meeting given the large number of small shareholders (>30,000) and the immaterial additional cost (to be considered in the future), the future of NED Mr Carroll who was bought on to the Board as part of the Fertiliser demerger (won't comment, valuable member of the Board), and the impact of the appointment of a Chief Growth Officer on profitability (growth will be in areas that they don't currently have significant activity, profit will be maintained or increased).

There were no questions for the election of Directors or on the Remuneration report. ASA asked why they had chosen Options over Rights for the 2023-26 LTI and whether the lower bound of the Absolute TSR measure (10%) was insufficiently difficult. The Chair noted that the change related to the change in the remuneration structure away from fixed and short-term rewards to longer term and that the benefit of the Options only became more than Rights as ATSR exceeded 15-20%.

For Resolution 8 (buy back limitations, 10/12% rule) a shareholder asked why share buy back was being used as a method of Capital Management and the impact on share price in relationship to the ATSR measure. The Chair indicated that the Capital Return was based on the sale of the Waggamann plant which was a management decision and which they could benefit from (via LTI measures) and that over three years the impact on the share price due to the share buy back would not be considered significant. The Chair agreed that his response was not very “sharp” and they would provide further information after the meeting. It is noted that the share buy back has been in place for 12 months and that when ASA asked about it in 2023, we were told that this was shareholders preference.

Finally (Resolution 9, change of name) ASA asked about the fate of the Incitec Pivot brand name. The Chair indicated that he expected that the new owners of the distribution business would purchase it.

After the meeting, I had a discussion with Growth executive Robert Rounsley, Chair Greg Robinson and new NED Fiona Hall. Also, a shareholder who wanted to know more about ASA.

All Resolutions were carried with most over 99% except for the re-election of Mr Brook (91%) and Ms Dwyer (95%)

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