



19 November 2008

**Office of the Company Secretary**

**Incitec Pivot Limited**

ABN 42 004 080 264  
70 Southbank Boulevard  
Southbank Victoria 3006  
GPO Box 1322  
Melbourne Victoria 3001  
Tel: (61 3) 8695 4400  
Fax: (61 3) 8695 4419  
[www.incitecpivot.com.au](http://www.incitecpivot.com.au)

The Manager  
Company Announcements Office  
Australian Securities Exchange  
Level 45, South Tower  
Rialto  
525 Collins Street  
MELBOURNE VIC 3000

Dear Sir or Madam

**Electronic Lodgement**

**Proxy Form**

In accordance with the listing rules, I attach a copy of the Proxy Form for the Annual General Meeting for release to the market.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Kerry Gleeson'.

**Kerry Gleeson**  
**Company Secretary**

Attach.



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

**Please return your Proxy forms to:**

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000  
Locked Bag A14, Sydney South NSW 1235 Australia  
Telephone: 1300 303 780  
From outside Australia: +61 (0)2 8280 7765  
Facsimile: +61 (0)2 9287 0309  
ASX Code: IPL  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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

**A** 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 of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2.00pm (Melbourne time) on Friday, 19 December 2008, at the Auditorium, Level 2, Melbourne Exhibition Centre, 2 Clarendon Street, Southbank, Victoria and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on any resolution please insert **X** in the appropriate box below.

### Resolution 1

To re-elect Mr John Watson as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Resolution 2

To approve an increase in the non-executive directors' fee pool

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### Resolution 3

To approve the grant of performance rights under the Incitec Pivot Performance Rights Plan to the Managing Director & Chief Executive Officer, Mr Julian Segal

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### Resolution 4

To approve the grant of performance rights under the Incitec Pivot Performance Rights Plan to the Finance Director & Chief Financial Officer, Mr James Fazzino

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Resolution 5

To adopt the Remuneration Report for the Company for the year ended 30 September 2008. (Vote on this resolution is advisory only)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### IMPORTANT: FOR ITEMS 2, 3 AND 4 ABOVE

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Items 2, 3 and 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of these Items and that votes cast by him/her for these Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 2, 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on these Items.

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2, 3 and 4.

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

## **D** SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, all securityholders must sign. If signed by the securityholder'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 securityholder's constitution and the *Corporations Act 2001* (Cwlth).

**IPL PRX842**

