

Annual General Meeting 2008



Welcome and Introduction

- John Watson AM
Chairman

Chairman's Address

- John Watson AM
Chairman

Managing Director's Address

- Julian Segal
Managing Director & CEO

Business

- John Watson AM
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 2008.

Re-election of Director – John Watson AM

- Brian Healey
Deputy Chairman

Re-election of Director – John Watson AM Proposed Resolution 1

That Mr John Watson, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Re-election of Mr John Watson	970,691,672	2,678,767	8,121,537

% of votes in favour **98.90%**

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

Increase in Non-Executive Directors' Fee Pool

- John Watson AM
Chairman

Increase in Non-Executive Directors' Fee Pool Proposed Resolution 2

That, in accordance with rule 6.5(a) of the Company's Constitution, the maximum total amount of fees from which the Company may pay the non-executive directors of the Company for their services as directors, including their service on a committee of directors, be increased by \$600,000 to a maximum of \$2 million per annum.

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Increase in non-executive directors' fee pool	931,293,722	36,810,106	3,163,453

% of votes in favour **95.88%**

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

Approval of Issues to Directors Under the Incitec Pivot Performance Rights Plan

- John Watson AM
Chairman

Approval of Issue to the Managing Director & CEO Proposed Resolution 3

That the grant of performance rights under the Incitec Pivot Performance Rights Plan to the Managing Director & Chief Executive Officer, Mr Julian Segal, be approved.



Proxy Votes by Resolution

Description of resolution	For	Against	Open
Grant of performance rights under the Incitec Pivot Performance Rights Plan to the Managing Director & CEO, Mr Julian Segal	846,077,249	90,183,359	3,173,517

% of votes in favour **90.06%**

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



Approval of Issue to the Finance Director & CFO Proposed Resolution 4

That the grant of performance rights under the Incitec Pivot Performance Rights Plan to the Finance Director & Chief Financial Officer, Mr James Fazzino, be approved.

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Grant of performance rights under the Incitec Pivot Performance Rights Plan to the Finance Director & CFO, Mr James Fazzino	844,993,614	91,007,195	3,185,091

% of votes in favour **89.97%**

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



Remuneration Report

- John Watson AM
Chairman

Remuneration Report Proposed Resolution 5

That the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 September 2008 be adopted.

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

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Adoption of the Remuneration Report	864,687,172	55,985,314	9,692,041

% of votes in favour **92.94%**

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

Questions and Comments

- John Watson AM
Chairman

Meeting Close

- John Watson AM
Chairman