

# Notice of Annual General Meeting

OZ MINERALS LIMITED  
ABN 40 005 482 824

Notice is hereby given that the Annual General Meeting of OZ Minerals Limited (the 'Company' or 'OZ Minerals') will be held at 2.30pm Adelaide time (3.00pm AEST) on Tuesday, 24 April 2018, at the Adelaide Oval, William Magarey Room, Level 3, Riverbank Stand, North Adelaide, South Australia.

## Webcast

You can view a live webcast of the meeting on OZ Minerals' website at [www.ozminerals.com](http://www.ozminerals.com). The 2017 Annual and Sustainability Report is also accessible on the website.

## Virtual participation at the AGM

The Company is also pleased to provide shareholders with the opportunity to participate in the Meeting virtually through an online platform provided by our share registrar Link Market Services <https://agmlive.link/OZL18>.

Further information on how to do this is set out in this Notice of Meeting and the Online Platform Guide available on our website.

The Explanatory Notes that accompany and form part of this Notice of Annual General Meeting describe the various matters to be considered.

## AGENDA

### 1. FINANCIAL REPORT

To receive and consider the Financial Report of the Company for the year ended 31 December 2017 together with the Directors' Report and Auditor's Report as set out in the 2017 Annual and Sustainability Report.

### 2. ELECTION OF DIRECTOR

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

'That Mr Peter Wasow, being a Director of the Company who retires in accordance with Rule 8.1(c) of the Company's constitution and, being eligible, be elected as a Director of the Company.'

Mr Charlie Lenegan will be retiring as a Director at the conclusion of the Annual General Meeting.

### 3. ADOPT REMUNERATION REPORT

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

'That the Company's Remuneration Report for the year ended 31 December 2017 be adopted.'

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

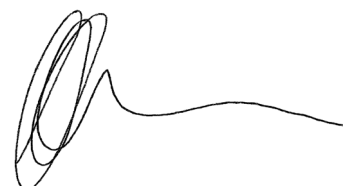
### 4. GRANT OF PERFORMANCE RIGHTS TO MR ANDREW COLE

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

'That approval is given for the Company to grant to the Company's Managing Director and Chief Executive Officer ('MD&CEO'),

Mr Andrew Cole, performance rights under the OZ Minerals Equity Incentive Plan on the terms set out in the Explanatory Notes to this Notice of Meeting.'

By order of the Board.



**Michelle Pole**  
Company Secretary

Date: 23 March 2018

## NOTES

### How to vote at the AGM

#### All resolutions will be by poll

In accordance with clause 7.6(b)(2) of the Constitution, the Chairman intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the meeting.

#### Attending the meeting in person

Shareholders can attend the AGM in person and vote using the paper voting cards provided, or by using their mobile phone or tablet device.

If you are attending the AGM in person, please bring the enclosed Voting Form with you to assist with your registration. You can also download the LinkVote App from the Apple App Store or Google Play if you would like to vote during the AGM using your mobile phone or tablet device. The LinkVote App will be available for download prior to the AGM.

#### Direct Voting – virtual participation at the AGM using Link Group's online platform

In accordance with clause 7.7(j) of the Company's Constitution, and to facilitate shareholder participation, the Chairman has determined that shareholders who are unable to attend the meeting in person will have the opportunity to participate in the AGM through the

Company's online platform at <https://agmlive.link/OZL18>.

If you choose to participate in the meeting in this way, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the meeting using the Company's online platform will be able to vote between the commencement of the AGM (3.00pm AEST on Tuesday, 24 April 2018) and the closure of voting as announced by the Chairman during the AGM.

However, shareholders who elect to participate at the AGM using the Company's online platform (instead of attending the physical meeting at the address specified in this notice) will NOT be entitled to the following rights of those shareholders attending the meeting:

- to be counted as attending or being present at the meeting for any purpose, including for the purpose of determining whether a quorum is present at the meeting (rule 7.4);
- in the case of a vacant Chair under rule 7.5(c), to participate in the election of a Chairman, or to nominate themselves to act as Chairman of the meeting;
- to participate in a vote on the postponement, adjournment or suspension of the meeting (if such a vote is requested by the Chairman) (rule 7.6(g));
- to vote on questions arising at a general meeting (rule 7.7(a));

- to demand a poll (rule 7.7(d)); and
- to be entitled under section 250PA(9) of the *Corporations Act 2001* (Cth) ('*Corporations Act*') to have copies of the question list setting out written questions to the auditor submitted by shareholders before the AGM made reasonably available to them.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide. The Online Platform Guide will be lodged with the ASX and will also be available on our website. The virtual meeting is viewable from desktops and laptops. To participate and vote online you will need your shareholder number and postcode. Proxy holders will need their proxy number which will be provided by Link Market Services no later than 24 hours prior to the meeting and following lodgement of the proxy appointment. Please ensure that your internet browser is compatible, by following the instructions in the Online Platform Guide – we recommend confirming this prior to determining whether to participate in the AGM using the Company's online platform. It is also recommended that shareholders who elect to participate in the AGM through the Company's online platform log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

## Voting entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the share register at 2.30pm Adelaide time, (3.00pm AEST) on Sunday, 22 April 2018.

## Appointing Proxies, Attorneys and Company Representatives

Enclosed with this Notice of Meeting is a proxy form. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. If a member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a member and may be an individual or a body corporate. When more than one proxy is appointed, and the proportion of the members' voting rights is not specified, each proxy may exercise half the votes. If more than one proxy is present at the meeting, neither will be entitled to vote on a show of hands. On a poll, each proxy or attorney may only exercise votes in respect of those shares or voting rights the proxy or attorney represents.

A proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be signed in accordance with Section 127 of the *Corporations Act* or by a power of attorney. In the case of shares jointly held by two or more persons, either joint holder may sign the proxy form. A document creating the power of attorney must be duly executed and specify the name of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be valid, duly signed proxies or attorneys (and any authority under which the proxy or attorney is signed or a certified copy of the authority) must be received at the Company's Share Registry, Link Market Services Limited, at the address or facsimile number below, or by the Company at its registered office not later than 2.30pm Adelaide time (3.00pm AEST) on Sunday, 22 April 2018. Alternatively, you can lodge your proxy online via the OZ Minerals registry website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) and go to the 'Proxy Voting' icon) by the same date and time.

A member which is a body corporate and entitled to attend and vote at the meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the meeting, may appoint an individual to act as its representative at the meeting by providing that person with:

- a letter or certificate, executed in accordance with the *Corporations Act* or the body corporate's constitution, authorising the person as the body corporate's representative; or
- a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the meeting, must be produced prior to admission to the meeting.

## Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form.

If you mark the abstain box for a particular Item of business you are directing your proxy not to vote on your behalf and your shares will not be counted in computing the required majority on a poll.

If you do not mark a voting instructions box in respect of a particular Item of business, you are directing your proxy to vote as he or she decides, subject to any voting exclusions that apply to the proxy (as described below).

## The Chairman of the meeting acting as proxy

You may appoint the Chairman of the meeting as your proxy. In addition, the Chairman of the meeting is deemed appointed where a completed proxy form is submitted which does not contain the name of the proxy or where the person appointed on the form is absent from the meeting or does not vote in accordance with your directions.

If you direct the Chairman how to vote on an Item of business, the Chairman must vote in accordance with your direction.

If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default, and you do not mark a voting instructions box for Items 3 and 4, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the meeting to exercise the proxy as the Chairman sees fit in respect of Items 3 and 4 even though Items 3 and 4 are connected directly or indirectly with the remuneration of the Company's key management personnel.

The Chairman intends to vote all available proxies in favour of each Item of business, subject to any voting exclusions that apply to the proxy (as described below).

## Voting Exclusion

For resolutions that are directly or indirectly related to the remuneration of a member of the key management personnel of the Company ('KMP'), the *Corporations Act* and the ASX Listing Rules, restrict KMPs and their closely related parties from voting, and from voting as proxies, in certain circumstances.

'Closely related party' is defined in the *Corporations Act* and includes a spouse, dependent and certain other close family members, as well as any companies controlled by KMP.

In respect of Item 3 (Remuneration Report), and in accordance with the *Corporations Act*, the Company will disregard any votes cast on Item 3 (in any capacity) by or on behalf of:

- any member of the Company's KMP whose remuneration is disclosed in the Remuneration Report; and
- any closely related parties of those KMP,

as well as any votes cast as a proxy on Item 3 by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast:

- as a proxy for a person who is entitled to vote on Item 3 and that vote has been cast as directed on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though Item 3 is connected with the remuneration of the Company's KMP.

In respect of Item 4 (Grant of Performance Rights to Mr Andrew Cole), and in accordance with the *Corporations Act* and the ASX Listing Rules, the Company will disregard any votes cast in favour of Item 4 (in any capacity) by or on behalf of:

- Mr Cole; and
- any of his associates,

as well as any votes cast as a proxy on Item 4 by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast:

- as a proxy for a person who is entitled to vote on Item 4 and that vote has been cast as directed on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though Item 4 is connected with the remuneration of a member of the Company's KMP.

If you appoint a KMP of the Company (other than the Chairman), or a closely related party of a KMP, or, in relation to Item 4, an associate of the MD&CEO, as your proxy, they will not be able to cast your votes on Items 3 or 4 (where applicable) unless you direct them how to vote. If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting is appointed as your proxy by default and you do not mark a voting instructions box for Items 3 and 4, you acknowledge that by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise the proxy as the Chairman sees fit in respect of Items 3 and 4 even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of the Company's KMP.

## Share Registry

### Postal Address:

OZ Minerals Limited  
c/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Facsimile: +61 2 9287 0309

### Or by hand, delivering it to:

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138 or  
Level 12, 680 George Street, Sydney NSW 2000.

## EXPLANATORY NOTES

These explanatory notes are intended to provide members of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Annual General Meeting. The Directors recommend that the members read these Explanatory Notes before making any decision in relation to the resolutions.

## Item 2 – Election of Director

### (a) Mr Peter Wasow

B.Comm, GradDip (Management), Fellow (CPA Australia)

Mr Peter Wasow is required to retire in accordance with Rule 8.1(c) of the Company's constitution.

Mr Wasow joined the Board on 1 November 2017.

Mr Wasow has extensive experience in the resources sector as both a senior executive and director. He retired as Managing Director and Chief Executive Officer of Alumina Limited in mid-2017. Previously, he had held the position of Executive Vice President and Chief Financial Officer, Santos Limited and in a 20-year plus career at BHP he held senior positions including Vice President, Finance and other senior roles in Petroleum, Services, Corporate, Steel and Minerals.

Mr Wasow is currently the senior independent Director of the privately held GHD Group and Chair of the Audit Committee. He was also Non-Executive Director of Alcoa of Australia Limited, AWA Brazil Limitada, AWAC LLC and Non-Executive Director and Chair of the Audit Committee of ASX-listed Alumina from 2011 to 2013.

Mr Wasow has also been a member of the Business Council of Australia, and Director of the International Aluminium Institute and APPEA.

The Board considers Mr Wasow to be an independent Non-Executive Director.

The Board (in the absence of Mr Wasow), having reviewed Mr Wasow's performance, unanimously recommends that members vote in favour of the election of Mr Wasow.

*The Chairman of the meeting intends to vote all available proxies in favour of the election of Mr Peter Wasow.*

### Item 3 – Remuneration report (Non-Binding Resolution)

The Company has included in the 2017 Annual and Sustainability Report a detailed Remuneration Report setting out prescribed information relating to remuneration. This report is submitted for adoption by a non-binding vote of members at the Annual General Meeting.

A copy of the Remuneration Report is set out on pages 37 to 55 of the 2017 Annual and Sustainability Report and is available from the Company's website [www.ozminerals.com](http://www.ozminerals.com).

The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of remuneration;
- discusses the relationship between the policies and the Company's performance;
- provides a detailed summary of performance conditions, why they were chosen and how performance is measured against them; and
- sets out the remuneration details for each KMP of the Company.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

This resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Board and the Human Resources and Remuneration Committee when considering the future remuneration arrangements of the Company.

*The Chairman of the meeting intends to vote all available proxies in favour of Item 3.*

### Item 4 – Grant of performance rights to Mr Andrew Cole

In accordance with ASX Listing Rule 10.14, the Company is seeking the approval of shareholders for the proposed grant of performance rights to the MD&CEO, Mr Andrew Cole, pursuant to the OZ Minerals 2018 Long Term Incentive Plan ('LTIP').

Approval is being sought to allow the Company flexibility to either issue new shares or to purchase shares on-market for allocation to Mr Cole upon vesting of performance rights.

#### (a) LTIP terms and conditions

Information regarding the general operation of the LTIP is set out in the Company's Remuneration Report.

Each performance right entitles Mr Cole to one fully paid ordinary share in the Company subject to the satisfaction of the vesting conditions described below (and any adjustment under the Equity Incentive Plan Rules if any bonus issue, rights issue or other capital reconstructions occur after the Performance Rights are granted). Shares allocated on vesting of performance rights will rank equally with shares in the same class.

The number of performance rights to be granted to Mr Cole will be 130,285. This number was determined based on the MD&CEO's LTI opportunity (150% of fixed annual remuneration of \$800,000), divided by the volume weighted average share price on the five trading days from 1 January 2018 (being 9.2106 per share), rounded up to the nearest whole number.

The performance period will run from 1 January 2018 to 31 December 2020 ('Performance Period'). No performance rights will be granted pursuant to this approval more than 12 months after the date of the 2018 Annual General Meeting. No amount is payable on the granting or vesting of performance rights. Performance rights will be granted under, and are subject to, the OZ Minerals' Equity Incentive Plan Rules. Performance rights do not carry any dividend or voting rights prior to vesting.

If the Board determines that the vesting conditions are satisfied (see below), performance rights will automatically vest. Shortly after vesting of performance rights, the Board may settle the performance rights by issuing new shares or acquiring existing shares on market. Alternatively, the Board may determine to settle the performance rights with a cash equivalent amount. The shares, or a cash equivalent amount as determined by the Board, will then be allocated or paid to Mr Cole as soon as practicable following vesting of the performance rights.

#### (b) Vesting conditions

The Board has determined that the performance rights to be granted to Mr Cole (if approval is received) will be subject to the following vesting conditions:

- a service condition; and
- two LTI Plan performance conditions.

#### Service Condition

The service condition is met if Mr Cole is continuously employed by OZ Minerals until the end of the Performance Period.

#### LTI Plan Performance Conditions

70% of the rights are subject to a Total Shareholder Return ('TSR') performance condition that is the Company's TSR as measured against a Comparator Group. The Board considers that TSR is an appropriate performance hurdle because it ensures that a proportion of each participant's remuneration is linked to shareholder value and ensures that participants only receive a benefit where there is a corresponding direct benefit to shareholders. TSR reflects benefits received by shareholders through share price growth and dividend yield and is the most widely used long term incentive hurdle in Australia.

The Comparator Group is made up of selected companies which are considered to be alternative investment vehicles for local and global investors and are impacted by commodity prices and cyclical factors in a similar way to the Company. The Board retains the discretion to adjust the Comparator Group over time to take account of mergers, takeovers, new entrants and other changes.

To ensure an objective assessment of the relative TSR comparison, the Company employs an independent organisation to calculate the TSR ranking.

70% of Mr Cole's total performance rights will vest as set out below.

TSR Ranking versus Comparator Group	% of Maximum Award:
Below the 50th percentile	0% vest
At the 50th percentile	50% vest
Between the 50th percentile and 75th percentile	Between 50% and 100% vest progressively by using a straight line interpolation
At or above the 75th percentile	100% vest

The remaining 30% of performance rights are subject to an absolute share price growth performance condition. This hurdle will be satisfied if the OZ Minerals share price has increased by at least 20% over the Performance Period.

30% of Mr Cole's total performance rights will only vest where the share price growth is 20% or above as set out below:

OZ Minerals Share Price Growth over the Performance Period	Proportion of Performance – related performance rights that vest
Less than 20%	0%
20% or greater	100%

The performance rights lapse if and to the extent that the vesting conditions are not met. There is no re-testing.

**(c) Treatment of rights on cessation of employment**

If Mr Cole's employment is terminated for cause, or due to resignation, all unvested performance rights will lapse, unless the Board determines otherwise.

In all other circumstances, unless the Board determines otherwise, a pro rata portion of Mr Cole's performance rights, calculated by reference to the portion of the performance period that has elapsed, will remain on foot, and will vest or lapse as though Mr Cole had not ceased employment subject to the performance conditions as set by the Board.

If and when these performance rights vest, shares will be allocated (or a cash equivalent amount will be paid) in accordance with the OZ Minerals' Equity Incentive Plan Rules and any other conditions of grant.

**(d) Change of control**

In the event of a takeover or change of control of OZ Minerals, the Board has discretion to determine that vesting of all or some of the performance rights should be accelerated. If a change of control occurs before the Board has exercised its discretion, a pro rata portion of the performance rights will vest, calculated based on the portion of the relevant performance period that has elapsed up to the change of control, and the Board retains a discretion to determine if the remaining performance rights will vest or lapse.

**(e) Clawback**

In the event of fraud, dishonesty, gross misconduct or material misstatement of the financial statements, the Board may make a determination, including the lapsing of unvested performance rights, the forfeiture of shares allocated on vesting of performance rights and/or repayment of any cash payment or dividends, to ensure that no unfair benefit is obtained.

**(f) Other information**

In relation to the LTIP:

- Mr Cole is the only Director entitled to participate in the LTIP.
- There is no loan scheme in relation to the performance rights.
- Mr Cole is prohibited from hedging the share price exposure in respect of performance rights during the Performance Period applicable to those performance rights.
- If shareholder approval is obtained, details of the performance rights granted to Mr Cole under the LTIP will be provided in the Company's Annual and Sustainability Report for the financial year ending 31 December 2018.
- In 2017, Mr Cole received 135,446 securities under the LTIP. No other Director has previously received any securities under the LTIP.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15 percent of its issued capital without shareholder approval in a 12-month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15 percent available under that rule.

However, if approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.

This means that the performance rights granted to Mr Cole and any shares issued pursuant to this approval will not use up part of the 15 percent available under ASX Listing Rule 7.1.

**(g) Director's recommendation**

The Board (in the absence of Mr Cole) considers the grant of performance rights to Mr Cole to be appropriate in all the circumstances and unanimously recommends that shareholders vote in favour of Item 4.

*The Chairman of the meeting intends to vote all available proxies in favour of Item 4.*

**Annual General Meeting**

2:30pm Adelaide time (3.00pm AEST)

Tuesday, 24 April 2018

Adelaide Oval, William Magarey Room

Level 3, Riverbank Stand

North Adelaide, South Australia

**Contact Details:**

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