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Corporate Governance Statement 2021

ORICA

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The FY2021 Corporate Governance Statement forms part of our corporate reporting suite for the 2021 financial year, which is available at orica.com/Investors.

FY2021 Annual Report



FY2021 Sustainability Supplement



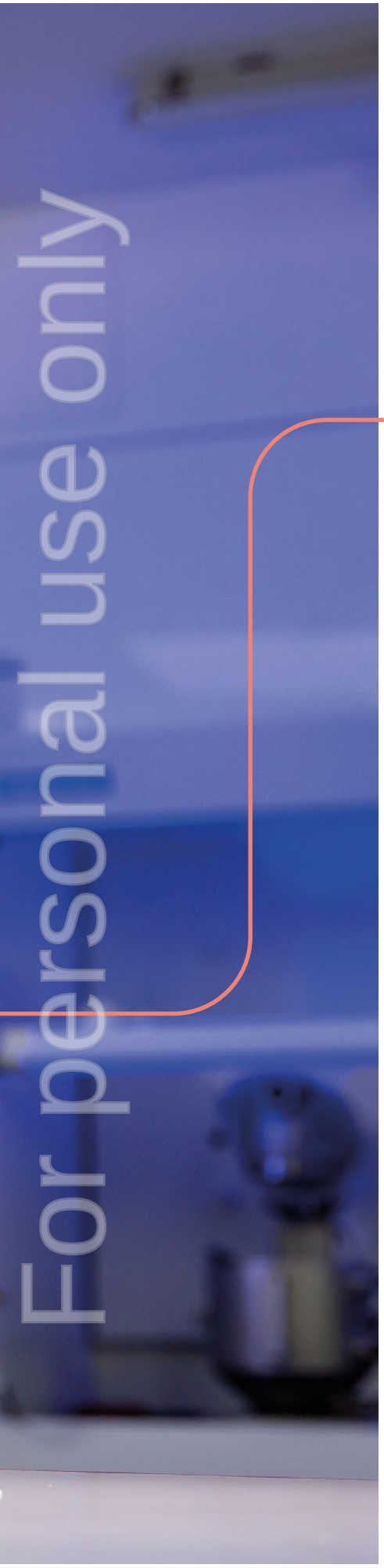
FY2021 Climate Action Report



FY2021 Tax Transparency Report







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1. Corporate Governance

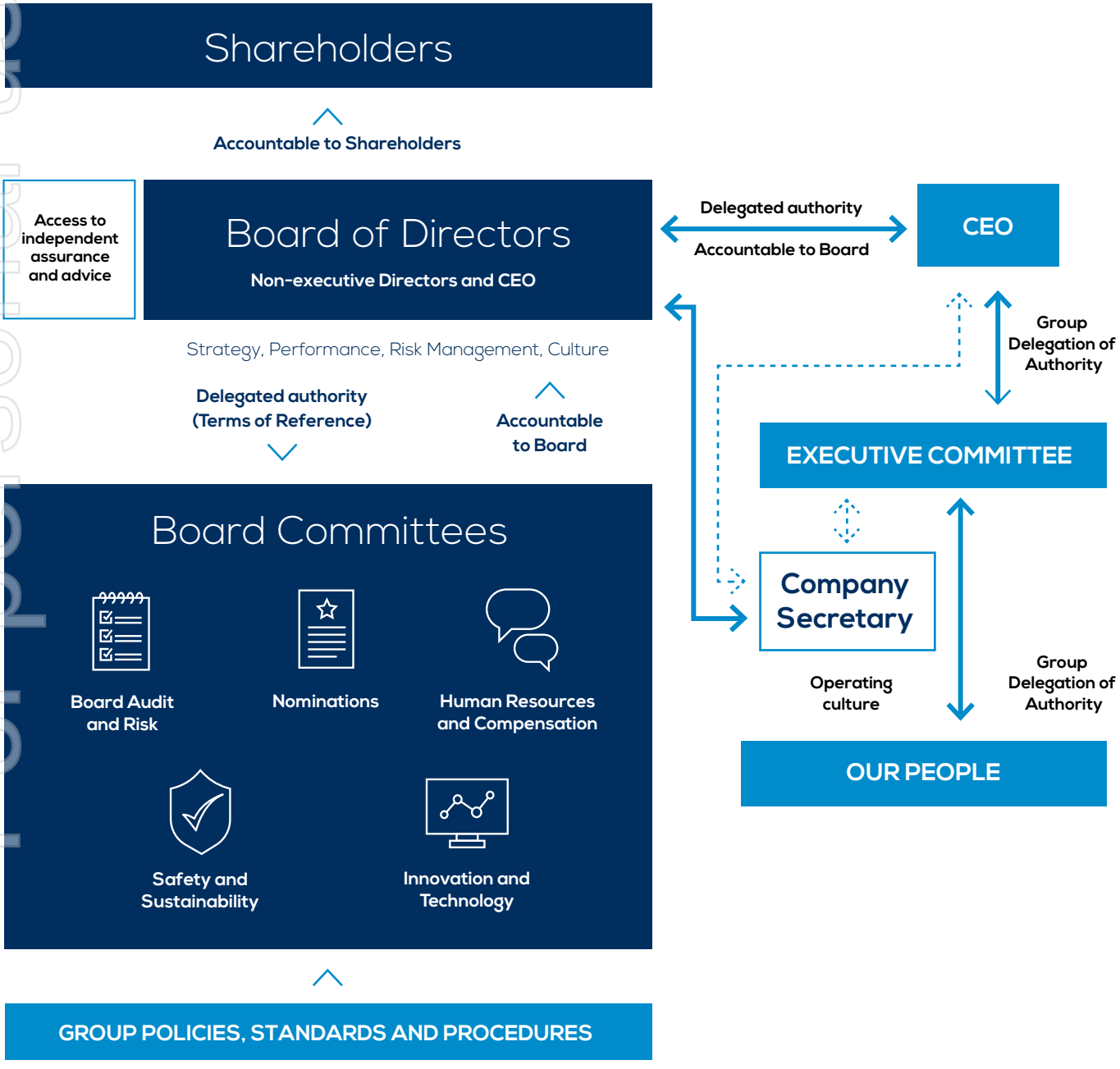
This Statement outlines the key aspects of the corporate governance framework and main governance practices of Orica Limited ('**Orica**' or the '**Company**'). Copies of governance documents referred to in this Statement can be found on Orica's website at www.orica.com.

Throughout the year ended 30 September 2021, (the '**reporting period**') Orica's governance arrangements complied with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) ('**ASX Principles and Recommendations**'). Orica's ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in this Statement, was lodged with this Statement with the ASX on 24 November 2021.

2. Governance model

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An overview of Orica's corporate governance framework is depicted below.



3. How we do business

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Orica's Charter Values, set out below, are the guiding principles that define the organisation that Orica aspires to be.



SAFETY IS OUR PRIORITY. ALWAYS.



WE RESPECT AND VALUE ALL.



TOGETHER WE SUCCEED.



WE ACT WITH INTEGRITY.



WE ARE COMMITTED TO EXCELLENCE.

The **Orica Code of Business Conduct** articulates the standards of business conduct required of anyone who works for, or on behalf of, Orica to meet our legal and ethical obligations. The Code of Business Conduct has been translated into 12 languages, reflecting the diversity of Orica's workforce.

The Code of Business Conduct is overseen by Orica's Business Conduct Committee, which reviews compliance. A twice-yearly update on the effectiveness of the business conduct program is provided to the Board, through the Board Audit and Risk Committee.

Orica also has a separate **Ethics and Compliance Group Standard** which sets the minimum performance requirements with respect to anti-corruption, trade sanctions and competition (anti-trust) laws, including notification and approval requirements designed to ensure that higher risk activities are subject to review and/or approval by a dedicated Ethics and Compliance team. These requirements, together with associated systems, training, risk assessments and other measures, are intended to embed a compliance framework that reflects global best practice.

Orica's policy on anti-bribery and corruption forms part of the Code of Business Conduct.

The Code of Business Conduct and the Ethics and Compliance Group Standard are supported and reinforced by formal training and awareness programs across the business and proportionate disciplinary action if breached.

Orica's **Whistleblower Policy** is an important part of promoting a culture that encourages speaking-up across all Orica entities and operations. The policy articulates how Orica will respond to and investigate reports of misconduct and outlines the protections available to those who make a whistleblower report. An independent, confidential, toll free hotline (the 'Speak Up' line) operates to enable personnel to anonymously report issues to Orica, including breaches of the Orica Code of Business Conduct. Reports of breaches can also be made via email and through an associated website.

Any material breaches of the Code of Business Conduct and the Ethics and Compliance Group Standard are reported to the Board Audit and Risk Committee. The Board Audit and Risk Committee also receives reports on any material incidents reported under the Whistleblower Policy.

Orica's **Securities Dealing Policy** applies to all directors, employees and contractors of Orica who must not, either directly or indirectly, buy or sell Orica securities when in possession of materially price sensitive information that is not publicly available. Subject to this general restriction, directors and other restricted persons may buy or sell Orica securities subject to receiving prior clearance and provided the trade does not take place during designated blackout periods. Directors and other restricted persons must also not enter into hedging arrangements in respect of Orica securities, including unvested securities under Orica's share plans.

The Code of Business Conduct, Whistleblower Policy and Securities Dealing Policy are all available in the **Governance** section of the Orica website.

4. Stakeholders

Orica places great importance on engaging with its stakeholders and providing timely, appropriate and easily accessible information.

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WEBSITE

The Orica website (www.orica.com) forms a key part of our communications with shareholders and the broader investment community.

Information about Orica, relevant corporate governance information and key governance documents are available via Orica's website. In addition, the Investors section of Orica's website contains copies of the consolidated Annual Report, ASX announcements, and publications, briefings and presentations given by Executives, including transcripts and webcasts, and outlines details of how information provided to shareholders may be obtained.

4.1 SHAREHOLDER COMMUNICATIONS

Annual General Meeting

Orica regards its Annual General meeting ('**AGM**' or '**Meeting**') as an important opportunity to communicate with shareholders.

The Board encourages participation by shareholders at the AGM as a means of ensuring accountability and transparency. Shareholders are invited to submit questions both ahead of and during the AGM. Representatives of Orica's external auditors, KPMG, also attend the AGM and are available to answer questions from shareholders in relation to the audit of the annual financial statements and the content of the auditor's report.

To address the ongoing health concerns and uncertainties presented by the COVID-19 pandemic, the 2021 AGM will again be held virtually.

Although shareholders will not be able to attend the AGM physically, they will be able to view and participate in the AGM in real time online, regardless of their geographic location. The online platform will allow shareholders to watch, vote, make comments and ask questions during the virtual Meeting via our online AGM platform.

Shareholders who are unable to attend the AGM can access a recording of the Meeting, via Orica's website, and may submit their vote or appoint a proxy to vote or to attend the AGM on their behalf ahead of the Meeting.

Voting on all resolutions presented at the AGM is conducted by poll.

Electronic Communications

In line with Orica's commitment to sustainability, the Company encourages shareholders to receive information and communications from the Company and its share registry electronically. Shareholders may elect to receive electronic notification of releases of information by the Company and receive their Annual Report, Notice of AGM and proxy form by email.

4.2 MARKET DISCLOSURE AND THE INVESTMENT COMMUNITY

The **Market Disclosure and Investor Communications Policy** articulates the procedures for identifying and disclosing market sensitive information in accordance with the Corporations Act and Australian Securities Exchange ('**ASX**') Listing Rules. In accordance with the policy, the Board receives copies of all material market announcements after release.

The Board has delegated authority for communication with the ASX to the Company Secretary.

Further details are available in the **Market Disclosure and Investor Communications Policy**, which can be viewed in the **Governance** section of the Orica website.

4.3 INVESTOR ENGAGEMENT

Orica has a comprehensive investor relations program, which includes briefings, presentations and roadshows. The program includes scheduled and ad-hoc briefings with institutional investors, analysts and the financial media designed to facilitate effective two-way communication.

All new or substantive investor or analyst presentations are published on the ASX Market Announcements Platform before the presentation and a live webcast of the half and full year financial results presentations can be viewed in the Investors section of the Orica website.

5. Board of Directors

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5.1 BOARD ROLE AND RESPONSIBILITIES

Orica's Constitution provides that the business and affairs of the Company are to be managed by or under the direction of the Board. The Board Terms of Reference ('**Terms of Reference**') set out the Board's authority, responsibilities, membership and arrangements by which it operates. The Terms of Reference also articulate the relationship between the Board and management, including powers delegated to the Managing Director and Chief Executive Officer ('**CEO**').

The primary role of the Board is to protect and enhance long-term shareholder value. The Board is accountable to shareholders for the performance of the Company. It oversees and governs the business and affairs of the Company on behalf of shareholders and works to ensure that the Company's overall business is conducted ethically and in accordance with high standards of corporate governance.

The Board Terms of Reference can be found in the **Board, Executive & Committees** section of the Orica website.

5.2 DELEGATION TO CEO AND MANAGEMENT

The CEO is directly accountable to the Board and is responsible for managing, directing and promoting the profitable, safe operation and development of the Company, consistent with the primary objective of enhancing long-term shareholder value. This is complemented by comprehensive Delegations of Authority from the Board to the CEO and management, which are designed to accelerate decision-making and improve efficiency.

5.3 COMPANY SECRETARY

The Company Secretaries are accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. Each Director has direct access to the Company Secretaries.

Details of Orica's Company Secretaries are set out in the Annual Report on page 71.

5.4 BOARD STRUCTURE AND COMPOSITION

A high performing, effective Board is essential for the proper governance of Orica.

The Board currently comprises seven Non-executive Directors and the CEO. Details of each Director, their date of appointment and independent status is set out in the following table.

Name of Director	Date of Appointment	Status
Malcolm Broomhead (Chairman)	Director since December 2015 Chairman since January 2016	Independent
Sanjeev Gandhi (Managing Director and Chief Executive Officer)	1 April 2021	Executive
John Beevers	February 2020	Non-independent
Boon Swan Foo	May 2019	Independent
Maxine Brenner	April 2013	Independent
Denise Gibson	January 2018	Independent
Karen Moses	July 2016	Independent
Gene Tilbrook	August 2013	Independent

The Board recognises the important responsibility of Non-executive Directors to monitor and oversee the work of management and the importance of exercising independent thought and judgement.

All independent Non-executive Directors are independent of management and free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Mr Beevers is not considered an independent Director given his previous employment as Chief Executive Officer of GroundProbe (a company acquired by Orica in January 2019) and his consultancy services to Orica Australia Pty Ltd, a subsidiary of the Company. Notwithstanding this, the Board considers that Mr Beevers brings objective and independent judgement to the Board's deliberations.

The independence of each Director is considered annually from the perspective of both the Company and the Director. Materiality is assessed by reference to each Director's individual circumstances, rather than by applying general materiality thresholds. Each Director is obliged to immediately inform the Company of any fact or circumstance which may affect the Director's independence.

5.5 BOARD SKILLS AND EXPERIENCE

In considering potential candidates for appointment to the Board, Orica undertakes a thorough review of the skills, experience and competencies of each candidate in relation to the Board's current and future skill and experience requirements, as well as diversity considerations. This process also includes a review of the candidate's character, educational background, interests and associations. As part of this review process, appropriate probity checks are undertaken prior to appointing a Director or putting forward a candidate for election.

Nominations for appointment to the Board are considered by the Nominations Committee and approved by the Board.

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Orica discloses all material information relevant to a decision to elect or re-elect a Director in the Notice of AGM provided to shareholders. All Directors must obtain the Chairman's prior approval before accepting other directorships or significant appointments.

An overview of the qualifications and brief career histories of each Director is included on page 71 of the Annual Report.

5.6 BOARD SKILLS MATRIX

The Board believes it currently possesses the skills, types of experience and diversity characteristics that enable it to work effectively with management to optimise shareholder value. During 2021, the Board approved a new skill category "Safety and Sustainability" to demonstrate the Board's strong focus on health and safety, and to address the need to build expertise and understanding of, and competence in relation to evolving social responsibility issues, including sustainability and climate change.

The table below sets out the key skills the Directors believe are required, and the extent to which they are currently represented on the Board:





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5.7 APPOINTMENT, INDUCTION AND PROFESSIONAL DEVELOPMENT

A letter of appointment sets out the terms of the Director's appointment to the Board. Directors are required to agree to the terms at the time of their appointment to the Board.

The letter outlines the terms of the appointment, time commitment envisaged, remuneration arrangements, disclosure of Directors' interests including any matters which may affect independence, indemnity and insurance arrangements, confidentiality obligations, access to corporate information and compliance with key governance policies.

Orica has an induction and on-boarding program for new Directors. This program is designed to build the Director's understanding of Orica's business, operations and key policies, processes, systems and controls, and to provide an understanding of the Company's strategy and risk management framework. The purpose of the program is to enable a high level of active engagement and contribution of new Directors early in their tenure. The program is regularly reviewed to ensure it takes account of relevant developments.

Orica also provides ongoing opportunities for all Directors to deepen their understanding of the Company's business and operations to enable Directors to make fully informed decisions on Orica's strategic direction. The business understanding program is delivered through site visits, business briefings and education sessions at Board and Committee level, and one-on-one discussions with management. The site visit program is designed to provide Directors the opportunity to gain an understanding of the operations of the business across a range of different geographies and cultural contexts.

5.8 BOARD PERFORMANCE

Each year, Orica undertakes a review of the effectiveness of the Board, its Committees and individual Directors. In 2021, the Board undertook a self-evaluation process, which included:

- an evaluation of the Board's role and responsibilities, oversight of strategy and risk, adequacy of management reporting, Board culture and dynamics,
- in the context of the COVID-19 pandemic, a review of the effectiveness of virtual meetings, and
- an evaluation of each Committee's effectiveness, designed to assess the Committee's performance against their Terms of Reference.

In alternate years, the Board undertakes an external review facilitated by an independent consultant.

5.9 BOARD TENURE AND SUCCESSION PLANNING

Non-executive Directors are subject to shareholder re-election at least every three years, and normally do not serve more than 10 years.

The Nominations Committee is responsible for reviewing the composition of the Board and Board succession planning to enable Orica's strategy in both the short and long-term. In conducting the review, the Committee uses the Board skills matrix referred to in section 5.6 to inform discussions on Board succession planning. The Committee is also responsible for evaluating prospective candidates and recommending individuals for appointment to the Board. Candidates will be evaluated against a range of criteria, including desired competencies and the diversity of background and experience that reflects Orica's global operations.

5.10 ACCESS TO INDEPENDENT ADVICE

Each Director has the right of access to all relevant Company information and to the Company's executives and, subject to prior consultation with the Chairman or with the approval of a majority of the Board, may seek independent professional advice at the Company's expense.

Pursuant to a deed executed by the Company and each Director, a Director also has the right of access to all documents which have been presented to meetings or made available whilst in office, for a term of ten years after ceasing to be a Director or such longer period as is necessary to determine relevant legal proceedings that commenced during this term.

5.11 BOARD MEETINGS

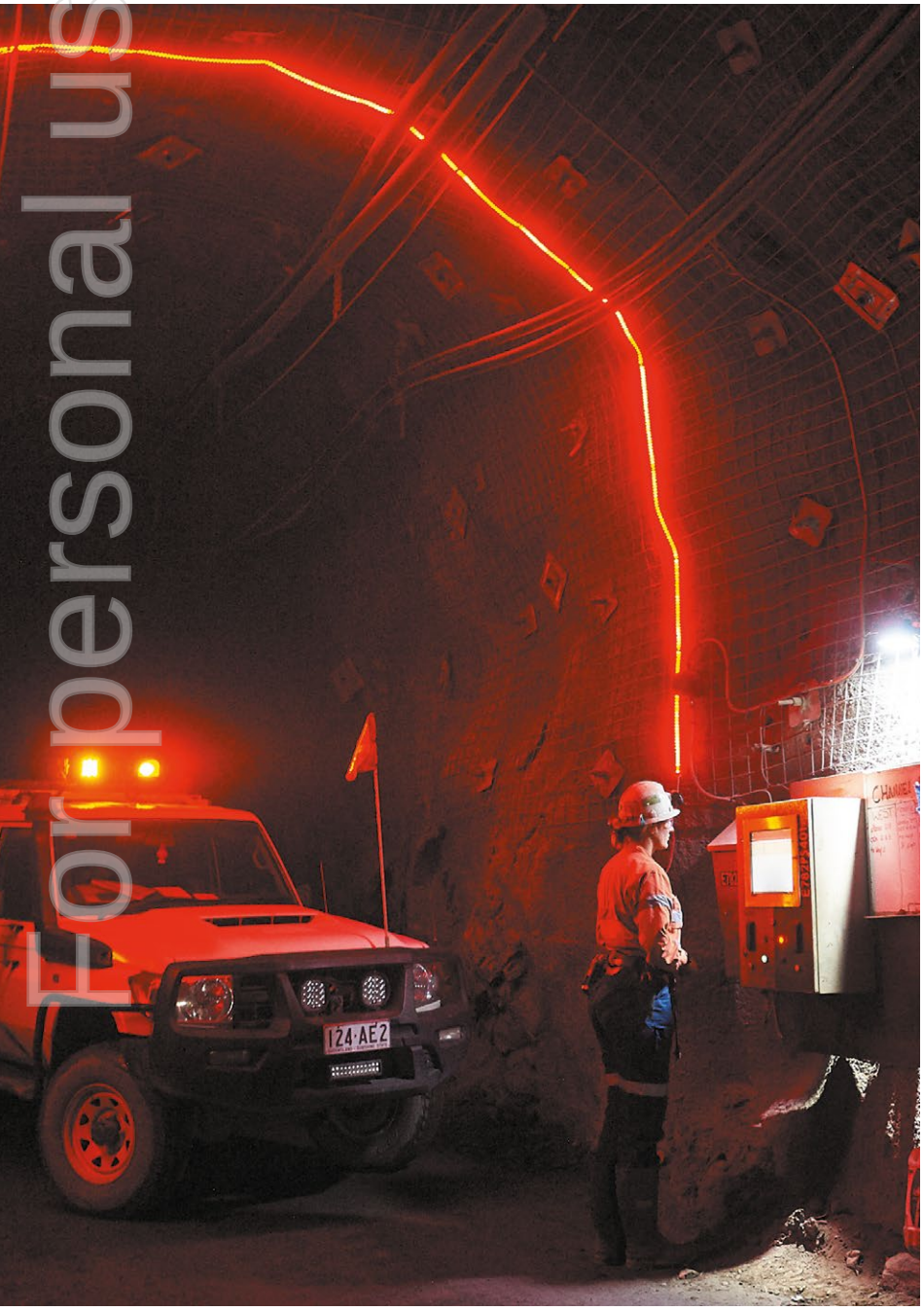
The Board held 13 Board meetings during the reporting period and each year the Board holds an annual strategy session. Details of Director attendance at Board meetings can be found on page 83 of the Annual Report.

5.12 CONFLICTS OF INTEREST

If a significant conflict of interest arises, the Director concerned does not receive the relevant Board papers and is not present at the meeting whilst the item is considered. Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of the Company.

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6. Board Committees



6.1 BOARD COMMITTEES

The Board has established the following standing Committees:

- Board Audit and Risk
- Human Resources and Compensation
- Safety and Sustainability
- Innovation and Technology
- Nominations.

Each standing Committee operates under **Terms of Reference**, approved by the Board, which sets out the authority, membership and responsibilities of the Committee. The Terms of Reference of each Committee are reviewed at least biennially and updated versions for all Committees were approved by the Board during the reporting period. The Terms of Reference for each Committee can be found in the **Governance** section of the Orica website.

From time to time, other special purpose Committees are convened to assist the Board with particular matters or to exercise a delegated authority of the Board.

All Directors have access to Committee papers, may attend Committee meetings and receive minutes of Committee meetings even if they are not a member of the relevant Committee. Verbal reports on Committee recommendations and business are provided at the next Board meeting.

The Board periodically reviews the composition of its Committees as part of the Board succession planning process. Committee membership is based on the qualifications, skills and experience of each Director while ensuring an appropriate allocation of responsibilities between Directors.

Details of the number of meetings held by each Committee and Directors' attendance at those meetings are set out in the Directors' Report on page 83 of the Annual Report.

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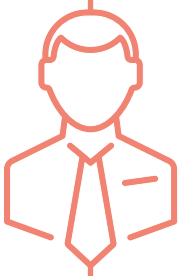
6.2 RESPONSIBILITIES AND MEMBERSHIP OF COMMITTEES

The responsibilities and membership of the Board Committees are set out in the following table:

Members	Required Composition	Key Responsibilities
Board Audit and Risk Committee		
Gene Tilbrook (Chair) **Maxine Brenner** **Boon Swan Foo**	– At least three members – All Non-executive Directors with accounting and financial expertise and industry understanding – Chair and majority of members are independent – The Chair must not be Chair of the Board	– Safeguard the integrity of financial statements and reporting – Adequacy and effectiveness of systems of risk management and internal controls – Scope and adequacy of the internal and external audit annual plans – Adequacy of systems and effectiveness of processes and systems to ensure legal and regulatory compliance – Oversight of the Group risk and assurance functions
Safety and Sustainability Committee		
Karen Moses (Chair) **Gene Tilbrook** **John Beevers**	– At least three members – All Non-executive Directors – Chair and majority of members are independent	– Safety and sustainability related issues that may have strategic, business and reputational implications for Orica – Alignment of the safety, health, environment and safety ('SHES') and sustainability strategies with Orica's Business Plan – Adequacy and effectiveness of the risk management framework as it relates to safety and sustainability compliance and risk and the independent assurance process to verify adherence to the framework – Group-wide safety and sustainability performance – Public disclosures policies and position statements for key Group safety and sustainability matters that will be approved by the Board
Human Resources and Compensation Committee		
Maxine Brenner (Chair) **Denise Gibson** **Karen Moses**	– At least three members – All Non-executive Directors – Chair and majority of members are independent	– Human resources matters that may have strategic, business and reputational implications for Orica – Alignment of the human resources strategy with Orica's Business Plan – Group human resources policies that will be approved by the Board – Recommending the remuneration framework for executive compensation which s aligned with Orica's values, strategic objectives and risk management framework – Recommending Non-executive Director remuneration set against market benchmarks and in line with market practice – Approval of executive key performance indicators and performance based remuneration outcomes – Adequacy of executive development and succession planning – Development of internal candidates for the CEO position, identified by the Nominations Committee – The Remuneration Report and other human resources and remuneration related disclosure matters
Innovation and Technology Committee		
Denise Gibson (Chair) **John Beevers** **Boon Swan Foo**	– At least three members – All Non-executive Directors – Chair and majority of members are independent	– Research and development and commercialisation of new proprietary technology – Key technology strategies and alignment with Group strategy – Future technological trends and competitor technologies that could materially impact the industry sector in which Orica operates and/or disrupt Orica's strategic goals – Technology and technology-related material operational and transformational initiatives that could significantly impact Orica's performance and strategy – Information technology (IT) strategy and execution and financial and strategic benefits of proposed major IT initiatives – Technology-related risk including cyber security
Nominations Committee		
Malcolm Broomhead (Chair) **All other Non-executive Directors**	– Consists of all Non-executive Directors	– Board composition and succession planning to enable Orica's strategy – CEO succession planning and appointments – Board, Committee and Director and CEO performance evaluation – Onboarding and ongoing training and development of Non-executive Directors

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7. Senior Executives



7.1 APPOINTMENT OF SENIOR EXECUTIVES

Each Senior Executive, including the CEO, has a written service contract setting out the key terms of their appointment, remuneration arrangements and entitlements on cessation of employment. Appropriate background checks are performed prior to any appointment to the Executive Committee.

7.2 PERFORMANCE

A comprehensive process to evaluate the performance of the CEO and Senior Executives is conducted on an annual basis.

Performance expectations for the CEO are established by the Board, through the Human Resources and Compensation Committee, which include strategic, operational, financial, organisational and individual goals and targets. Individual targets for each member of the Executive Committee are also reviewed and endorsed by the Human Resources and Compensation Committee for Board approval, and are aligned to the overall targets for the Company.

Each Senior Executive's performance is assessed against the goals and targets outlined in his or her short term incentive plan scorecard, including contribution to specific business plans and performance against agreed Key Performance Indicators.

In 2021, the Human Resources and Compensation committee assessed the CEO's performance, and the performance of each Executive Committee member was reviewed by the Committee in consultation with the CEO. The short-term incentive plan outcomes for the CEO and Executive Committee were endorsed by the Committee for approval by the Board.

7.3 REMUNERATION

In its Remuneration Report, Orica clearly and separately outlines its remuneration policies and practices for Non-executive Directors and for Executive key management personnel. The Remuneration Report commences on page 87 of the Annual Report.

In setting remuneration for Senior Executives, including the CEO, the Human Resources and Compensation Committee accesses external professional advice and obtains independent market data for similar roles in peer or comparable organisations. The Committee also takes account of the Company's circumstances and the requirement to attract, retain and motivate high calibre management.

In order to encourage Senior Executives to pursue strategies aimed at delivering both short and long-term growth and the success of the business, Executive remuneration is structured to include a fixed component and a variable or performance-based component.

Non-executive Director remuneration includes a base fee for performing the services reflected in the Director's Letter of Appointment.

In addition to the Director's base fee, remuneration also includes an additional fee for Committee membership and chairing roles, and contributions made by the Company to a Director's superannuation fund.

Further details are available in Orica's Remuneration Report on pages 87 to 105 of the Annual Report.

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8. Corporate reporting and internal controls

Orica is committed to providing clear, concise and effective disclosure in its corporate reports. Orica strives to ensure that periodic corporate reports will be materially accurate, balanced and provide investors with appropriate information to make informed investment decisions.

For periodic corporate reports released to the market that are not audited or reviewed by Orica's external auditor, Orica has a robust verification, review and approval process to ensure the integrity of the information disclosed to the market. The process involves:

- the reports are prepared and reviewed by, or under the oversight of, relevant subject matter experts;
- material statements in the reports are reviewed for accuracy and verified (e.g. by reference to source documents);
- an assurance and sign-off process utilising internal and external resources; and
- an appropriate certification and approval process involving Senior Executives, the CEO, and for certain matters which are within the Orica Board's reserved powers, the approval of the Orica Board.

Further, the Board Audit and Risk Committee exists to assist the Board in the effective discharge of its responsibilities in:

- integrity of financial statements and reporting;
- financial and non-financial risk;
- management and internal controls;
- internal and external audit;
- compliance; and
- performance of the Group risk and audit functions.

The effectiveness of Orica's internal control environment is continually assessed as outlined below.

8.1 INTERNAL AUDIT

The role of the internal audit function is to provide independent assurance that the Company's processes are designed and operating efficiently and effectively to support the delivery of strategic objectives. The internal audit approach is risk based to focus internal audit activities on Orica's material risks.

The Internal Auditor and the internal audit team report to the Vice President – Risk and Assurance. The Board Audit and Risk Committee has direct access to the Internal Auditor and Vice President – Risk and Assurance and the Committee has regular discussions with the Internal Auditor in the absence of management. The Committee has oversight of the adequacy and performance of the internal audit function and endorses the appointment and/or termination of the Vice President – Risk and Assurance. In performing its role, the internal audit team has unrestricted access to Group information, records, property and employees.

8.2 EXTERNAL AUDIT

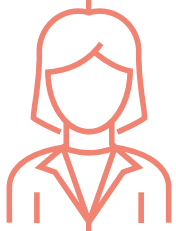
The Company's financial statements are subject to an annual audit by an independent, professional auditor who also reviews the Company's half-year statements. Orica's external audit function is currently performed by KPMG.

The Board Audit and Risk Committee oversees this process on behalf of the Board.

8.3 CEO AND CFO ASSURANCE

Orica has controls in place that are designed to safeguard the Company's interests and the integrity of its reporting. Before the Board approves Orica's financial statements for a financial period, it receives from both the CEO and the CFO a declaration that, in their opinion:

- the Company's financial records have been properly maintained and that the financial statements and associated notes give a true and fair view of the Group's financial position and performance and are in accordance with relevant accounting standards; and
- these opinions are formed on the basis of a sound system of risk management and internal control which is operating effectively.





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9. Risk management

Understanding and managing risk supports Orica to make informed decisions to manage our operations, achieve our strategy and maintain responsiveness to changing stakeholder expectations. It also helps us comply with applicable laws and standards and guides our expectations of behaviour in accordance with our Code of Business Conduct.

9.1 RISK FRAMEWORK

Orica's risk management framework embeds risk management into decision-making to support our risk culture. The framework includes defined accountabilities, standards and systems that drive consistent identification, assessment, treatment and reporting of risks. The implementation of the framework is supported by defined expected management behaviours and monitored through reporting to the Executive Committee, Board Audit and Risk Committee and Board.

Material strategic risks are reported to the Board, and material operational risks to the relevant Board Sub-Committee. These risks are monitored for changes in their exposure and are reported during the course of the year, along with their controls and action plans to manage them. A summary of material risks that may impact Orica is provided in the Annual Report.

In respect of 2021, the Board Audit and Risk Committee has reviewed the Company's risk management framework and satisfied itself that it continues to be sound and that Orica is operating with due regard to risk parameters set by the Board.

9.2 SUSTAINABILITY RISKS

Each year, Orica publishes a Sustainability Report, which provides an overview of the Company's significant economic, environmental and social impacts, its approach to addressing these impacts, and an update on progress, including a Sustainability Performance Scorecard.

The Orica risk management process considers the assessment of economic, environmental and social sustainability risks. Social sustainability risks to which Orica is exposed include risks related to workplace health and safety, product stewardship and security, environment and community, climate change, good governance and ethics and compliance, and human capability. More information about these risks, how they are managed and our approach to sustainability is provided in the Sustainability Report.

For 2021 a consolidated Annual and Sustainability Report is available in the **Investors** section of the Orica website. This is complemented by a standalone FY2021 Climate Action Report and FY2021 Sustainability Supplement, which are also available in the **Investors** section of the Orica website.

10. Our people – diversity and inclusion

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At Orica, we believe that diversity and inclusion underpin our culture, values and the way we work. We are committed to building a workplace where our differences are valued and our people feel respected, connected, and engaged. Our diversity of thought and an inclusive work environment are key enablers to empower our people to shape a positive future at Orica.

Other notable commentary includes:



27% of the Executive Committee are female with two new female members joining the Executive Committee in 2021;

17.3% of Orica's workforce comprises women which is aligned to industry norms; and

26% of the senior leadership population (CEO –2, Band D+) are women, as part of a new baseline for FY2022 to reflect the seniority of positions in the organisation.

Progress towards our FY2024 objectives is supported by the commitment of our senior leaders. Each Executive Committee member is setting internal targets and actions for FY2022 to further the attraction, development and retention of key talent including their commitments towards our diversity and inclusion objectives.

Further information on Orica's diversity and inclusion initiatives can be found in the Annual Report. Orica also lodges annual reports with the Workplace Gender Equality Agency (WGEA) in relation to its Australian operations. A copy of these reports may be obtained from the WGEA website.

Orica has a Diversity and Inclusion Policy that outlines our vision and commitment to achieving this. The Board, through the Human Resources and Compensation Committee, has responsibility for oversight of the policy. The policy can be viewed in the **Governance** section of the Orica website.

The Board sets measurable diversity and inclusion objectives, and annually reviews Orica's progress in achieving the objectives.

OUR PROGRESS IN FY2021

In FY2021, we employed 13,374 people in 49 countries around the world from a diverse range of backgrounds, cultures and skillsets. Women represented 17.3 per cent of the workforce which is aligned to industry norms. The current Board represents a range of backgrounds and includes three female Directors (out of eight) as at 30 September 2021, making up 38% of the Board composition.

Progress against our measurable objectives for FY2021-FY2024

Measurable Objectives	Target Date	FY2021
Women to represent ≥ 30% of the Board.	30 September 2024	38%
Women to represent ≥ 35% of senior leaders[1]	30 September 2024	28%
Maintaining an Inclusion Index score ≥ 75%	30 September 2024	Inclusion Index score will be available in FY2022 as part of the 2022 Employee Engagement Survey

1. *Senior leaders defined as the CEO, Executive Committee and their direct reports as part of a new baseline established in 2021 (excludes Executive Assistants). This definition is proposed to be limited to Band D+ for FY2022 onwards.*

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Enquiries can be directed to
companyinfo@orica.com

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