

**CSR Limited**

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14 July 2015

Manager Companies  
Company Announcements Office  
Australian Securities Exchange Ltd  
Level 6, Stock Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Attention: Stephanie Yong**

Dear Stephanie,

**CSR's Annual General Meeting, 14 July 2015**

In accordance with Listing Rule 3.13.2, we advise that, at the annual general meeting of members of CSR Limited held today, all resolutions referred to in the Notice of Meeting were passed by the required majorities without amendment.

Each resolution was decided by a poll. Details of the resolutions passed and the proxies received in respect of each resolution, as required by section 251AA of the Corporations Act 2001 (Cth), are set out in the attached proxy summary.

**Chairman's address and Managing Director's speech**

We confirm that there were no material changes to the Chairman's address and Managing Director's report which were delivered at today's annual general meeting. Advance copies of the speeches were lodged with your office today prior to the start of that meeting at 11.00am.

Yours sincerely,



D J Schroeder  
Legal Counsel & Company Secretary

## **PROXY SUMMARY**

### **CSR LIMITED ANNUAL GENERAL MEETING – 14 JULY 2015**

In accordance with section 251AA(2) of the Corporations Act (Cth), CSR Limited (“the company”) provides the ASX with the following details of the resolutions and proxies received on each resolution at its annual general meeting of members held today.

### **ORDINARY BUSINESS**

#### **1. RECEIVE AND CONSIDER FINANCIAL AND OTHER REPORTS:**

It was noted that the company’s financial report and the reports of the directors and of the auditor, for the financial year ended 31 March 2015 were received and considered by shareholders present at the meeting.

#### **2a. ELECTION OF DIRECTORS:**

It was resolved, as an ordinary resolution, that **Mike Ihlein**, who joined the board in 2011, was last elected in 2012 and will retire by rotation at the close of the meeting in accordance with rule 55 of the company’s constitution, be re-elected as a director of the company.

#### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
286,073,338	1,463,595	3,991,606	883,743

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast ‘FOR’ the motion	290,998,083	99.49
Votes cast ‘AGAINST’ the motion	1,505,213	0.51
<b>TOTAL VOTES CAST</b>	<b>292,503,296</b>	<b>100.00</b>
Votes "Abstained"	935,893	

## **2b. ELECTION OF DIRECTORS:**

It was resolved, as an ordinary resolution, that **Rebecca McGrath**, who joined the board in 2012, was last elected in 2012 and will retire by rotation at the close of the meeting in accordance with rule 55 of the company's constitution, be re-elected as a director of the company.

### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
285,466,994	2,092,905	3,992,777	859,606

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	290,443,298	99.27
Votes cast 'AGAINST' the motion	2,133,505	0.73
<b>TOTAL VOTES CAST</b>	<b>292,576,803</b>	<b>100.00</b>
Votes "Abstained"	861,756	

## **2c. ELECTION OF DIRECTORS:**

It was resolved, as an ordinary resolution, that **Jeremy Sutcliffe**, who joined the board in 2008, was last elected in 2012 and will retire by rotation at the close of the meeting in accordance with rule 55 of the company's constitution, be re-elected as a director of the company.

### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
285,239,687	2,342,053	3,992,996	837,546

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	290,217,440	99.19
Votes cast 'AGAINST' the motion	2,382,053	0.81
<b>TOTAL VOTES CAST</b>	<b>292,599,493</b>	<b>100.00</b>
Votes "Abstained"	839,696	

### **3. ADOPT THE REMUNERATION REPORT:**

It was resolved, as an ordinary resolution, that the company's remuneration report for the financial year ended 31 March 2015 be adopted. It was noted that the report was adopted by more than 75%.

#### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
281,457,787	5,286,961	4,133,090	1,526,855

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	284,390,131	97.68
Votes cast 'AGAINST' the motion	6,752,651	2.32
<b>TOTAL VOTES CAST</b>	<b>291,142,782</b>	<b>100.00</b>
Votes "Abstained"	1,544,143	

### **SPECIAL BUSINESS**

### **4. APPROVE THE GRANT OF PERFORMANCE RIGHTS:**

It was resolved, as an ordinary resolution, that the company approve the grant of 359,009 performance rights to Rob Sindel.

#### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
282,553,103	4,448,438	3,899,982	1,510,459

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	287,367,617	98.44
Votes cast 'AGAINST' the motion	4,541,484	1.56
<b>TOTAL VOTES CAST</b>	<b>291,909,101</b>	<b>100.00</b>
Votes "Abstained"	1,529,788	

## **5. RENEWAL OF THE PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION:**

It was resolved, as a special resolution, that the company renew the proportional takeover provisions in rule 22 of the company's constitution.

### Proxy votes

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
285,397,906	1,877,615	4,016,071	1,120,690

The motion was carried as an ordinary resolution on a poll the details of which are:

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	290,395,390	99.35
Votes cast 'AGAINST' the motion	1,894,658	0.65
<b>TOTAL VOTES CAST</b>	<b>292,290,048</b>	<b>100.00</b>
Votes "Abstained"	1,148,641	