



2015 Notice of Annual General Meeting



Annual General Meeting

17 November 2015

15 October 2015

Dear Securityholder

I have pleasure in inviting you to the fifteenth Annual General Meeting (AGM or Meeting) of Arrium Limited (Company) to be held on Tuesday, 17 November 2015 at the City Recital Hall, 2 Angel Place, Sydney, commencing at 2.00 pm AEDT.

A Notice of Annual General Meeting, Important Information and Explanatory Notes (Notice) is set out on the following pages.

If you are attending the AGM in person, please arrive at least 30 minutes prior to commencement and bring your Proxy Form. The Proxy Form contains a barcode to assist with the registration process. If you cannot attend in person, we encourage you to vote online or to appoint a proxy to attend and vote on your behalf.

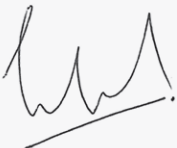
The formal business will ask members to:

1. Receive and consider the Financial Report, Directors' Report, Notes to the Financial Statements and Auditor's Report for the year ended 30 June 2015;
2. Adopt the Remuneration Report for the year ended 30 June 2015;
3. Elect Mr D C W Ritchie as a Director of the Company;
4. Elect Mrs D Goldsworthy as a Director of the Company; and
5. Re-elect Mr R B Davis as a Director of the Company.

The Board, excluding the interested Directors, recommends that members vote in favour of the proposed resolutions.

I look forward to welcoming you to the 2015 AGM and extend a warm invitation to you to join the Directors and executives for afternoon tea at the conclusion of the Meeting.

Yours faithfully



Jeremy Maycock

Chairman
Arrium Limited



Notice of Annual General Meeting

The fifteenth Annual General Meeting (AGM or Meeting) of Arrium Limited (ABN 63 004 410 833) (Arrium or Company) will be held on Tuesday, 17 November 2015 at the City Recital Hall, 2 Angel Place, Sydney, commencing at 2.00 pm AEDT. Registration will commence at 1.00 pm AEDT.

Business Of The Meeting

Item 1 – Presentation

To receive a presentation on the Company for the year ended 30 June 2015 and an update on recent activities.

Item 2 – Financial Report, Directors' Report, Notes to the Financial Statements and Independent Auditor's Report

To receive and consider the Financial Report including the Directors' Report, Notes to the Financial Statements and the Independent Auditor's Report for the year ended 30 June 2015.

Item 3 – Remuneration Report

To consider and if thought fit to pass, the following resolution as a non-binding ordinary resolution of the Company in accordance with section 250R(2) of the Corporations Act 2001 (Cth).

Resolution 1 – Remuneration Report of the Company

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

Voting

Resolution 1 is advisory and non-binding. The outcome of Resolution 1 does not bind the Company or the Directors. However, the Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% of the votes that are cast are voted against adoption of the Remuneration Report at two consecutive AGMs, members will be required to vote at the second of those AGMs on a resolution (spill resolution) that another meeting be held within 90 days at which those of the Company's Directors (other than the Managing Director) who passed the resolution to make the Directors' Report considered at the second AGM must stand for re-election.

No votes can be cast by or on behalf of a member of Key Management Personnel (as identified in the Remuneration Report) (KMP) and their closely related parties (as that term is defined in the Corporations Act 2001 (Cth) which includes certain of their family members, dependants and companies they control) (collectively referred to as a Prohibited Voter).

However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter.

If you appoint the Chairperson of the Meeting as your proxy, and you are not a Prohibited Voter, by marking the "Section 2" box on, and submitting, the Proxy Form, unless you direct the Chairperson of the Meeting how to vote, you are expressly authorising the person chairing the Meeting to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of this resolution. If you do not want your vote exercised in favour of this resolution you should direct the Chairman of the Meeting to vote 'against', or to abstain from voting on, this resolution.

If you appoint any Prohibited Voter, other than the Chairperson of the Meeting, as your proxy, you are encouraged to direct that Prohibited Voter how to vote on this resolution. If you do not direct that person how to vote, that person will not be entitled to vote, and will not vote, your proxy on this resolution.

Recommendation

The Directors, other than Mr A G Roberts, recommend you vote in favour of Resolution 1.

Item 4 – Election of Directors

Mr Ritchie seeks election as a Director in accordance with Article 9.7 of the Company's Constitution.

Mrs Goldsworthy seeks election as a Director in accordance with Article 9.7 of the Company's Constitution.

Mr Davis is required to retire by rotation and is seeking re-election in accordance with Articles 9.2 and 9.3 of the Company's Constitution.

Mr G S Smorgon is required to retire by rotation and is not seeking re-election.

Resolution 2 – Election of Mr D C W Ritchie as a Director of the Company

“That Mr D C W Ritchie be elected as a Director in accordance with Article 9 of the Company's Constitution.”

Voting

Resolution 2 is an ordinary resolution and can only be passed if more than 50% of the votes cast, in person or by proxy, at the Meeting by members who are entitled to vote on the resolution are voted in favour.

Recommendation

The Directors, other than Mr Ritchie, recommend you vote in favour of Resolution 2.

Resolution 3 – Election of Mrs D Goldsworthy as a Director of the Company

“That Mrs D Goldsworthy be elected as a Director in accordance with Article 9 of the Company's Constitution.”

Voting

Resolution 3 is an ordinary resolution and can only be passed if more than 50% of the votes cast, in person or by proxy, at the Meeting by members who are entitled to vote on the resolution are voted in favour.

Recommendation

The Directors, other than Mrs Goldsworthy recommend you vote in favour of Resolution 3.

Resolution 4 – Re-election of Mr R B Davis as a Director of the Company

“That Mr R B Davis be re-elected as a Director in accordance with Article 9 of the Company's Constitution.”

Voting

Resolution 4 is an ordinary resolution and can only be passed if more than 50% of the votes cast, in person or by proxy, at the Meeting by members who are entitled to vote on the resolution are voted in favour.

Recommendation

The Directors, other than Mr Davis, recommend you vote in favour of Resolution 4.

By order of the Board of Directors



Louise Hicks

Company Secretary
Arrium Limited
15 October 2015

Important Information

Arrival

If you plan to attend the Meeting, please ensure that you arrive at least 30 minutes prior to commencement to allow enough time to confirm the number of shares you hold and to note your attendance.

Voting Alternatives

Proxies must be received before 2.00 pm AEDT on Sunday, 15 November 2015.

Online

Go to www.votingonline.com.au/arriumagm2015. To vote online you will need to enter your postcode (if within Australia) or country of residence (if outside of Australia) and your Voting Access Code (VAC). These can be found on the front of your Proxy Form. You will be taken to have signed the Proxy Form if you vote in accordance with the online instructions.

If you have a smartphone with a QR Reader, you can simply scan the QR barcode on the front of the Proxy Form to vote online.

In Person, by Post or Fax

If you are returning your Proxy Form by post, you should note that there are no postal deliveries on Saturday, 14 November 2015 or Sunday, 15 November 2015. You may provide the completed, signed, Proxy Form **in person or by post** to:

Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000
Australia

or

GPO Box 3993
Sydney NSW 2001
Australia

or

Arrium Limited
Attention: Company Secretary
Level 40, 259 George Street
Sydney NSW 2000
Australia

Alternately, you may provide the completed, signed, Proxy Form **by facsimile** to:

Boardroom Pty Limited

02 9290 9655
(Australian facsimile number)

+61 2 9290 9655
(International facsimile number)

or

Arrium Limited
Attention: Company Secretary

02 9239 6690
(Australian facsimile number)

+61 2 9239 6690
(International facsimile number)

A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. A proxy need not be a member. Where a member appoints two proxies and the appointment does not specify the proportion or number of the votes each proxy may exercise, each proxy may exercise one half.

Corporate Representative

In order to vote at the Meeting, a corporation that is a member must appoint an individual to act as its corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth). The corporate representative should bring to the Meeting evidence of their appointment including any authority under which it is signed.

Voting Entitlement

For the purposes of voting at the Meeting, the Directors have determined that all shares of the Company that are quoted at 2.00 pm AEDT on Sunday, 15 November 2015 are taken to be held by the persons who are registered as holding them at that time. The entitlement of members to vote at the Meeting will be determined by reference to that date and time.

Written Questions To The Company Or External Auditor

A member who is entitled to vote at the Meeting may submit written questions to the Company or the external Auditor via the Company Secretary in advance of the Meeting about the business of the Company or the Annual Report.

If the question is directed to the external Auditor, it must be relevant to the:

- (i) conduct of the audit;
- (ii) preparation and content of the Auditor's report;
- (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- (iv) independence of the Auditor in relation to the conduct of the audit.

Questions can be submitted by email to arrium@boardroomlimited.com.au or by completing and returning the enclosed Questions Form. All questions must be received before 5.00 pm AEDT on Tuesday, 10 November 2015.

Webcast

A live audio webcast of the Meeting will be available from the homepage of Arrium's website at www.arrium.com. Registration and testing of your system prior to the event is recommended. A copy of the archived webcast of the Meeting will be available online at www.arrium.com within two business days following the Meeting.

Annual Report

You can access the 2015 Annual Report on the Company's website, www.arrium.com.

Explanatory Notes

Ordinary Business Of The Meeting

Resolution 1 – Adopt the Remuneration Report for the year ending 30 June 2015

A copy of the Remuneration Report which sets out the Company's remuneration arrangements can be found on pages 60 to 72 of the 2015 Annual Report. To view the 2015 Annual Report, visit www.arrium.com.

In accordance with section 250SA of the Corporations Act 2001 (Cth), eligible members will have an opportunity to ask questions about, or make comments on, the Remuneration Report at the Meeting.

Proposal

That members adopt the Remuneration Report for the year ended 30 June 2015.

Resolution 2 – Elect Mr D C W Ritchie as a Director of the Company

Mr Ritchie was appointed as a Director of the Board effective 28 May 2015 and offers himself for election.



Douglas (Doug) C W Ritchie
Independent Non-Executive Director

LLB, FAusIMM, FAICD

Mr Ritchie is a member of the Human Resources Committee.

Appointed a Director in May 2015. Mr Ritchie is Chairman of UniQuest Pty Limited and a Director of Jinchuan Group International Resources Co. Limited. His previous roles included CEO and subsequently Non-Executive Director of Coal & Allied Limited. He was also a Non-Executive Director of Rossing Uranium Limited, Chairman of Riversdale Mining Limited and a Director of the World Coal Association and held various senior executive positions at Rio Tinto. He was Chairman of the Coal Industry Advisory Board to the International Energy Agency.

He brings to the Board a wealth of board and corporate experience in the resources industry.

Proposal

That members elect Mr D C W Ritchie as a Director of the Company.

Resolution 3 – Elect Mrs D Goldsworthy as a Director of the Company

Mrs Goldsworthy was appointed as a Director of the Board effective 28 September 2015 and offers herself for election.



Denise Goldsworthy

Independent Non-Executive Director

B.Met (Hons, University medal), FTSE, FAIM, GAICD

Mrs Goldsworthy will be a member of the Occupational Health, Safety and Environment Committee.

Mrs Goldsworthy is the Chairman of ChemCentre WA, a non-executive director of Export Finance and Insurance Commission (EFIC), a member of Council and Chair of the Quality, Audit and Risk Committee at Edith Cowan University, a member of the Commercialisation Advisory Board for Curtin University, a trustee of the Navy Clearance Diver's Trust, a judge of the Prime Minister's National Science awards, an advisor to Australia's Chief Scientist on the National Energy and Resources Research priorities and an advisor to AusTrade's Global Mining Customer Acceptance Programme (GMCAP).

She previously held leadership roles with BHP Steel Newcastle for 17 years in both operations and technology for Ironmaking and Steelmaking and then worked as an executive for Rio Tinto for 15 years, with roles including CCO Autonomous Haul Trucks, Managing Director of Dampier Salt, Managing Director HIs melt and Director Major Projects.

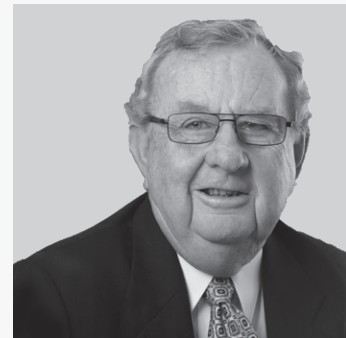
She brings to Board considerable skills and experience across the mining and materials sectors.

Proposal

That members elect Mrs D Goldsworthy as a Director of the Company.

Resolution 4 – Re-elect Mr R B Davis as a Director of the Company

Mr Davis holds office until the conclusion of the 2015 AGM and offers himself for re-election.



R B (Bryan) Davis

Independent Non-Executive Director

BSc (Tech), FAIMM, MAICD

Appointed a Director in 2004, Mr Davis is Chairman of the Occupational, Health, Safety & Environment Committee, and a member of the Audit & Compliance Committee and Operational Risk Committee.

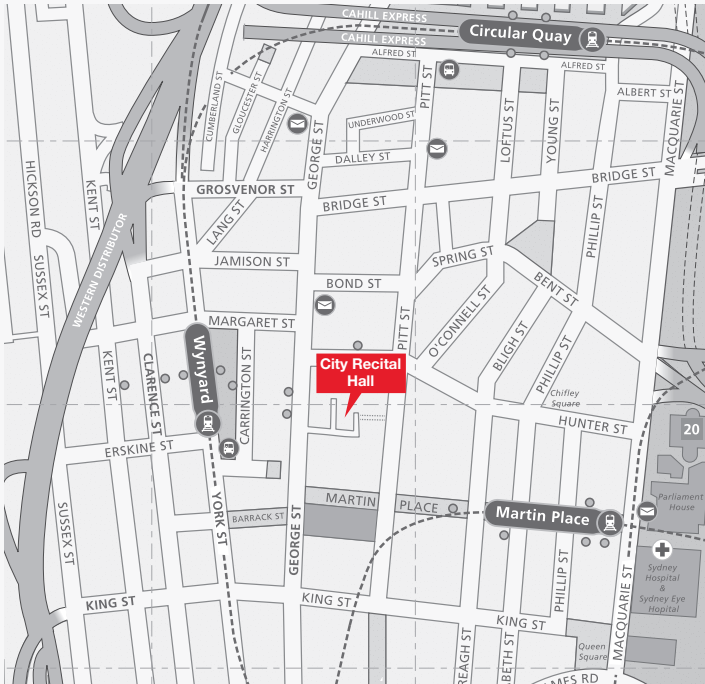
Mr Davis is Chairman of the New South Wales Mining Competence Board. His previous roles include Non-Executive Director of Coal and Allied Industries Limited, Newcrest Mining Limited, Executive Director of Mining of Pasminco Limited, Director of North Flinders Mines Limited, Chairman of Indophil Resources NL, Bendigo Mining Limited and Terramin Australia Limited, Executive Director of Australian Consolidated Minerals Group, Chairman of the NSW Minerals Council, member of the NSW State Minerals Advisory Council and various senior management positions at CRA Limited.

He brings considerable industry and company experience to the Board.

Proposal

That members re-elect Mr R B Davis as a Director of the Company.

Meeting Venue



Public Transport, Parking and Accessibility

- By foot:** City Recital Hall can be accessed from George and Pitt Streets.
- By train:** the closest train station is Wynyard Station, 350 metres or a 4-minute walk. For information about trains, please call 131 500 or go to www.131500.com.au
- By bus:** for information about bus routes and timetables, please call 131 500 or go to www.131500.com.au
- By taxi:** a taxi rank is located on George Street opposite the entrance to Wynyard Station.
- By car:** a commercial car parking station is available on Elizabeth Street 19-29 Martin Place (a 5-minute walk).
- Airport transfer:** the Airport and East Hills train line links Sydney's airport to the city.
- Accessibility:** the main entrance from Pitt Street is accessible to guests with disabilities.



arrium
MINING AND MATERIALS

www.arrium.com

All correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax** +61 2 9290 9655
- 💻 **Online** www.boardroomlimited.com.au
- @ **Email** arrium@boardroomlimited.com.au
- ☎ **By Phone** (within Australia) 1300 131 856
(outside Australia) +61 2 9290 9688

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2.00 pm AEDT on Sunday, 15 November 2015.**

🖨 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/arriumagm2015

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each item. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box if you are voting directly. If no direction is given on an item, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **2.00 pm AEDT on Sunday, 15 November 2015.** Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** www.votingonline.com.au/arriumagm2015

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, Grosvenor Place, 225 George
Street, Sydney NSW 2000 Australia

@ **By Email** arrium@boardroomlimited.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

VOTING FORM

SECTION 1: DIRECT VOTING

I/We being a Securityholder/s of **Arrium Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at the **City Recital Hall, 2 Angel Place, Sydney on Tuesday, 17 November 2015 at 2.00 pm AEDT** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **Arrium Limited** (Company) and entitled to attend and vote hereby appoint:

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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **City Recital Hall, 2 Angel Place, Sydney on Tuesday, 17 November 2015 at 2.00 pm AEDT** and at any adjournment of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chairman of the Meeting authorised to exercise undirected proxies on remuneration related matters (Resolution 1): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of the resolutions, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of each resolution.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, you must provide a direction by marking the 'Against' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr D C W Ritchie as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mrs D Goldsworthy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr R B Davis as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 vote will not be counted in calculating the required majority if a poll is called.

SECTION 4: SIGN THE FORM
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015