

**CSR Limited**

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24 June 2016

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, 24 June 2016**

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 with 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  
Company Secretary

## PROXY SUMMARY

### CSR LIMITED ANNUAL GENERAL MEETING – 24 JUNE 2016

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 2016 were received and considered by shareholders present at the meeting.

#### 2a. ELECTION OF DIRECTORS:

It was resolved, as an ordinary resolution, that **Penny Winn**, who joined the board in 2015, and stands for election in accordance with rule 53.2 of the company’s constitution, be 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>
311,290,499	1,556,635	2,427,922	3,818,854

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	316,555,525	99.51
Votes cast ‘AGAINST’ the motion	1,556,635	0.49
<b>TOTAL VOTES CAST</b>	<b>318,112,160</b>	<b>100.00</b>
Votes "Abstained"	2,434,218	

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

It was resolved, as an ordinary resolution, that **Matthew Quinn**, who joined the board in 2013, was last elected in 2014 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>
311,627,801	1,253,280	2,400,210	3,812,619

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	316,931,601	99.61
Votes cast 'AGAINST' the motion	1,253,280	0.39
<b>TOTAL VOTES CAST</b>	<b>318,184,881</b>	<b>100.00</b>
Votes "Abstained"	2,404,900	

## **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 2016 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>
308,419,914	4,185,019	2,712,414	3,725,714

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	311,123,021	98.29
Votes cast 'AGAINST' the motion	5,400,126	1.71
<b>TOTAL VOTES CAST</b>	<b>316,523,147</b>	<b>100.00</b>
Votes "Abstained"	2,722,100	

## SPECIAL BUSINESS

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

It was resolved, as an ordinary resolution, that the company approve the grant of 448,760 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>
308,250,543	4,470,139	2,648,216	3,674,163

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	312,440,162	98.56
Votes cast 'AGAINST' the motion	4,568,454	1.44
<b>TOTAL VOTES CAST</b>	<b>317,008,616</b>	<b>100.00</b>
Votes "Abstained"	2,657,902	