



Notice of Annual General Meeting

2025

Notice is given that the Annual General Meeting of Ansell Limited will be held at the Park Hyatt Melbourne, 1 Parliament Square, Melbourne, Victoria on Wednesday 29 October 2025 at 9:00am (AEDT).

Letter from the Chair



Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the 2025 Annual General Meeting (AGM) of Ansell Limited (Ansell). The AGM will be held on Wednesday 29 October 2025 at 9:00am (AEDT) at the Park Hyatt Melbourne, 1 Parliament Square, Melbourne, Victoria.

The AGM will be held in hybrid format which allows us to provide shareholders with various options to participate. Shareholders can choose to either attend in person, or attend and participate in the meeting remotely through an online platform. The online platform will allow shareholders to view the meeting, submit or ask questions and vote in real time. Shareholders can also vote by proxy and submit questions in advance of the meeting. Further details are set out in this Notice of Meeting and the Online Meeting Guide.

A recording of the AGM will be made available on the Ansell website after the meeting.

The Managing Director and Chief Executive Officer, Neil Salmon, and I will provide a review of Ansell's operations and performance during the year to 30 June 2025. Further information on the Company's performance is also provided in our 2025 Annual Report, which is available on Ansell's website. We will then move through the items of business, as detailed in the Notice of Meeting.

In the event that it is necessary for Ansell to give further updates on the arrangements for the AGM, we will inform you through Ansell's website and the ASX Market Announcements Platform.

Thank you for your continued support of Ansell and I look forward to welcoming you at our AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Nigel Garrard', with a long horizontal flourish extending to the right.

Nigel Garrard
Chair

25 September 2025

Details on How to Participate in the AGM

The Ansell Limited (Company) Annual General Meeting (AGM) will be held at 9:00am AEDT on Wednesday 29 October 2025 at the Park Hyatt Melbourne, 1 Parliament Square, Melbourne, Victoria.

This year's AGM will be held in hybrid format which allows us to provide shareholders with various options to participate. Shareholders can choose to either attend in person, or attend and participate in the meeting virtually through the Computershare meeting platform.

Voting on all resolutions will be conducted by a poll.

Shareholders may also cast their votes by appointing a proxy (preferably the Chair of the AGM) by 9:00am (AEDT) on Monday 27 October 2025 (see page 4 for how to appoint a proxy).

A recording of the AGM will be made available on the Ansell website after the meeting.

Participating at the AGM virtually

You can participate in the AGM online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, ask the Directors questions and submit your votes in real-time.

To participate in the meeting online:

1. Go to the following website: <https://meetnow.global/ANSELLAGM2025>
2. Click on 'Join Meeting Now'.
3. Enter your SRN/HIN. Proxyholders will need to contact Computershare prior to the AGM to obtain their login details.
4. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop-down list.
5. Accept the Terms and Conditions and click 'Continue'.

Online registration will open one hour before the meeting.

You can view the AGM live and also ask questions and cast your votes at the appropriate times while the meeting is in progress.

Follow the instructions on the screen to view the meeting, ask a question and cast your vote. Computershare have also prepared a detailed AGM Online User Guide which is available at www.computershare.com.au/virtualmeetingguide.

You do not need to be a shareholder or proxyholder to view the meeting online. Access the meeting using the above website address and select the option to register as a 'Guest'. Only shareholders who validly login to the online meeting can ask questions and vote.

Asking questions – before and at the AGM

You can ask questions both before and during the AGM using one of the options below:

Before the AGM

You can submit a question or comment prior to the AGM at www.investorvote.com.au. The shareholder question form can be downloaded from www.ansell.com/about-us/investor-center.

Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Wednesday 22 October 2025. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit. The Auditor will also be in attendance at the AGM.

At the AGM

You can submit written questions and comments as well as ask verbal questions and make verbal comments online during the meeting via the Computershare meeting platform.

Shareholders attending the AGM in person can ask questions and make comments during the AGM.

The Chair of the AGM will endeavour to address as many questions and comments as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions and comments raised. Please note that individual responses will not be sent to shareholders.

Voting at the AGM

Voting on all items of business will be conducted on a poll. You may vote at the AGM in one of three ways:

- live in the room during the AGM;
- live and online during the AGM using the Computershare meeting platform; or
- in advance of the AGM, by appointing a proxy (preferably the Chair of the AGM) by 9:00am (AEDT) on Monday 27 October 2025.

The Chair of the AGM will open the poll at the beginning of the AGM and the poll will remain open until declared closed at the end of the meeting.

Future alternative arrangements

If it becomes necessary to make further alternative arrangements for holding the AGM, we will give shareholders as much notice as practicable. Further information will be made available on our website: www.ansell.com/about-us/investor-center.

Details on How to Participate in the AGM continued

Technical issues

Technical difficulties may arise during the course of the hybrid meeting. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the meeting online. Similarly, if a shareholder is unable to participate in the virtual meeting, or will not have access to a device or the internet, they are encouraged to appoint a proxy and submit a directed proxy vote via www.investorvote.com.au. All proxy votes, whether submitted online or in hard copy, must be lodged by 9:00am (AEDT) on Monday, 27 October 2025 (as described in this Notice of Annual General Meeting)

Proxies

Certain categories of persons (including Directors and the Chair of the AGM) are excluded from voting on resolutions relating to the remuneration of Key Management Personnel, including as proxy, in some circumstances and such votes will be disregarded (as per the Voting Exclusion Statement).

If you are appointing a proxy, to ensure that your vote counts, please read the instructions on the proxy form carefully.

1. On a poll, shareholders have one vote for every fully paid ordinary share held.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. A proxy need not be a member of Ansell Limited.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name and title of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate to attend the meeting.

5. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes.

When appointing a second proxy, write both names and the percentage of votes or number of securities for each proxy.

6. Proxy forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the *Corporations Act 2001* (Cth) (Corporations Act) or signed by an authorised officer or agent.
7. Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be returned prior to 9:00am (AEDT) on Monday 27 October 2025 using one of the methods below:

By mail

C/- Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria, 3001

By facsimile

1800 783 447 (within Australia) or
(+61) 3 9473 2555 (outside Australia)

Online

www.investorvote.com.au

Online

www.intermediaryonline.com
(for Intermediary Online subscribers only)

8. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.
9. The Board has determined, in accordance with the Company's Constitution and the Corporations Regulations 2001 (Cth), that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of that person shown in the register of members as at 7:00pm (AEDT) on Monday 27 October 2025.

Business

1. Financial Report

To receive and consider the Financial Report and the reports of the Directors and the Auditor of Ansell Limited for the year ended 30 June 2025.

2. Election of Directors

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

- (a) *"That Randy Stone, being eligible for election, is elected as a Director."*
- (b) *"That Leslie Desjardins, who retires in accordance with Rule 33(c) of the Company's Constitution, and being eligible for re-election, is re-elected as a Director."*
- (c) *"That Christine Yan, who retires in accordance with Rule 33(c) of the Company's Constitution, and being eligible for re-election, is re-elected as a Director."*

Each resolution will be voted on as a separate ordinary resolution.

3. Grant of Performance Share Rights to Mr Neil Salmon, the Managing Director and Chief Executive Officer

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes approval be given for the grant of 135,406 Performance Share Rights to the Managing Director and Chief Executive Officer of the Company, Mr Neil Salmon, and/or his wholly owned management company, under the rules of the Company's Long-Term Incentive Plan and on the terms summarised in the Explanatory Notes to this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on the resolution in item 3:

- in favour of the resolution by or on behalf of the Mr Salmon or his associates (regardless of the capacity in which the vote is cast); or
- as proxy by members of the Company's Key Management Personnel (KMP) at the date of the meetings or their closely related parties,

unless the vote is cast on item 3:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney on the proxy form to vote on the resolution in that way;
- by the Chair of the meetings as a proxy for a person entitled to vote on the resolution in accordance with an express authority in the proxy form to vote undirected proxies as the Chair of the meetings sees fit even though the resolution is connected with the remuneration of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2025 be adopted."

The Remuneration Report is set out on pages 47 to 70 of the Company's 2025 Annual Report.

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on the resolution in item 4:

- by or on behalf of members of the KMP named in the Remuneration Report for the year ended 30 June 2025 and closely related parties of those persons, regardless of the capacity in which the vote is cast; or
 - as a proxy by members of the KMP at the date of the meetings or their closely related parties,
- unless the vote is cast as proxy for a person entitled to vote on item 4:
- in accordance with a direction on the proxy form; or
 - by the Chair of the meetings in accordance with an express authority in the proxy form to vote undirected proxies as the Chair of the meetings sees fit even though item 3 is connected with the remuneration of the KMP

Explanatory Notes accompany and form part of this Notice. This Notice should be read in conjunction with the Explanatory Notes which provide further information on each of the proposed items of business.

Shareholders should note that the Chair intends to vote any undirected proxies able to be voted in favour of all resolutions.

Ansell Limited confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

By order of the Board



Catherine Stribley
Company Secretary, Ansell Limited
Melbourne, 25 September 2025

Explanatory Notes to Shareholders

Item 1 – Financial Report

In accordance with the Corporations Act, the Financial Report and the Directors' and Auditor's Reports for the year ended 30 June 2025 will be put before the Annual General Meeting. These reports are contained within the Company's 2025 Annual Report.

Shareholders can access a copy of the 2025 Annual Report on the Company's website at www.ansell.com. A printed copy of the 2025 Annual Report has been sent only to those shareholders who have elected to receive a printed copy.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to this Annual General Meeting.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to raise questions on these reports or make comments on Company matters.

Item 2 – Election of Directors

Rule 33(b) of the Company's Constitution provides that a Director appointed by the Directors only holds office until the conclusion of the next annual general meeting following his/her appointment.

Mr Randy Stone was appointed as a Director on 1 August 2025 pursuant to Rule 33(a) of the Company's Constitution and retires in accordance with Rule 33(b) of the Company's Constitution. Being eligible, Mr Stone offers himself for election as a Director.

Rule 33(c) of the Company's Constitution provides that a Director cannot hold office beyond the third annual general meeting following the meeting at which the Director was elected or last re-elected.

Ms Desjardins was last elected at the 2022 Annual General Meeting and retires in accordance with Rule 33(c) of the Constitution. Being eligible, Ms Desjardins offers herself for re-election.

Ms Yan was last elected at the 2022 Annual General Meeting and retires in accordance with Rule 33(c) of the Constitution. Being eligible, Ms Yan offers herself for re-election.

The following provides backgrounds of the Directors who are seeking election or re-election:



Randy Stone
Non-Executive Director
B.S., Economics (South Dakota University),
MBA (Lehigh University)
Resident of USA

Appointed Non-Executive Director in August 2025.

Member of the Audit and Compliance Committee, Sustainability and Risk Committee and Governance Committee.

Current Directorships: Current Directorships:

Member of the Board of Directors of CTS Corporation (2023 to present).

Mr Stone is a seasoned senior executive who has diverse global experience in leading large-scale, complex businesses. Mr Stone had an extensive executive career including senior positions with Avantor (NYSE: AVTR) and DuPont (NYSE: DD), working in global environments relevant to Ansell and having a proven ability to navigate across cultures and geographies. Mr Stone is currently a Member of the Board of Directors for CTS Corporation, a NYSE listed company that designs and manufactures smart solutions for various markets.

The Board considers Randy Stone to be an independent Director.



Leslie Desjardins
Non-Executive Director
B. Industrial Admin,
Finance (Kettering),
MS. Management (MIT)
Resident of USA

Appointed Non-Executive Director in November 2015.

Member of the Audit and Compliance Committee, Human Resources Committee, the Governance Committee, M&A Sub-Committee and Share Buyback Sub-Committee.

Current Directorships: Non-Executive Director and Audit and Risk Committee Chair and member of the People Committee, and Nominations Committee of ALS Limited (2019 to present).

Former Directorships: Director of Aptar Group (2012 – 2015) and Non-Executive Director of Terry Fox Cancer Foundation (2014 – 2021).

Mrs Desjardins is a former international finance executive with experience in business performance and growth. Mrs Desjardins was formerly the Chief Financial Officer

of Amcor Limited. Prior to Amcor, she held executive roles at General Motors Corporation, in Canada, the United States and Australia, including Chief Financial Officer GM Holden, Controller for GM North America and Finance Director for GM's manufacturing facilities in North America. Mrs Desjardins has extensive experience in finance, M&A, strategy, government relations and global operations.

The Board considers Leslie Desjardins to be an independent Director.



Christine Yan
Non-Executive Director
BS (Mech. Eng) (Shandong),
MSc. (Mech. Eng) (Wayne State),
MBA (Michigan)
Resident of USA

Appointed Non-Executive Director in April 2019.

Chair of the Human Resources Committee and member of the Sustainability and Risk Committee and Governance Committee.

Current Directorships: Non-Executive Director and Chair of Human Capital and Compensation Committee of ON Semiconductor Corporation (2018 to present), Non-Executive Director and Chair of Corporate Governance and Nominating Committee of Modine Manufacturing Company Inc. (2014 to present) and Non-Executive Director of Cabot Corporation (2019 to present). Operating Director Ammega (January 2023 to present).

Ms Yan is an experienced executive who has had a distinguished career at Stanley Black & Decker. Ms Yan has held senior management positions in both the US and China, including Vice President of Sales and Marketing for North America Automotive, President of the Global Automotive Division, President of Americas for the Engineered Fastening division, President of Stanley Storage and Workspace Systems and more recently, President of Asia and Vice President of Integration. Ms Yan brings a broad range of general management experience across different geographies, as well as experience in innovation, business development, sales, digital transformation and marketing in the business-to-business industry.

The Board considers Christine Yan to be an independent Director.

Board Recommendation

The Board has formally considered the skills and experience of Mr Stone. As part of its ongoing performance review process, the Board has also formally considered the contributions of Mrs Desjardins and Ms Yan to the Board and its Committees. The Board (with Mr Stone, Mrs Desjardins and Ms Yan abstaining in respect of their own election/re-election) unanimously supports the election of Mr Stone and the re-election of Mrs Desjardins and Ms Yan as Directors, and recommends that shareholders vote in favour of these Resolutions.

Item 3 – Grant of Performance Share Rights to Mr Neil Salmon, the Managing Director and Chief Executive Officer

ASX Listing Rule 10.14 provides that a company must not issue shares to a Director (or his/her associate) under an employee incentive scheme unless shareholder approval is first obtained. Shareholder approval is therefore sought for the grant of 135,406 performance share rights to the Managing Director and Chief Executive Officer (CEO), Mr Neil Salmon, under the Long-Term Incentive Plan (LTIP) in accordance with ASX Listing Rules 10.14. Consistent with the approach last year, it is proposed that some of these performance share rights will be issued to Mr Salmon's wholly owned management company (rather than to Mr Salmon directly).

The LTIP award for the CEO operates by way of a grant of performance share rights (Rights) which, subject to the satisfaction of various performance conditions detailed below, entitles the CEO to the grant of one ordinary share in Ansell Limited per Right.

During FY24 the Board undertook a review of the LTIP performance conditions with the intention of further aligning the LTIP outcomes of Executive KMP to the experience of shareholders. Following the introduction of the Relative Total Shareholder Return metric in the FY25 LTIP, the Board has determined the existing performance measures and their respective weightings remain appropriate for the FY26 LTIP.

For FY26, the Relative Total Shareholder Return (rTSR) metric will continue to be weighted at 30%, with Earnings Per Share (EPS) Growth and Organic Revenue Growth weighted at 40% and 30%, respectively. The rTSR measure is compared against the ASX 200 Industrials sector. In considering the peer group, the Board has taken into account similar companies that shareholders may consider investing in, as well as companies which operate in a similar industry to Ansell. Further details of the FY26 performance conditions are provided in the following section.

Shareholders should note that the CEO may also earn a right to receive shares in Ansell Limited through the Company's Short-Term Incentive Program. This is detailed in the Company's Remuneration Report. As such shares are intended to be acquired on-market, shareholder approval is not required, however the Company discloses this information for completeness and transparency. Any such shares may not be sold or otherwise disposed of for two years, subject to limited exceptions.

Explanatory Notes to Shareholders continued

An overview of the details of the proposed grant is set out below:

Number of Rights	Subject to shareholder approval, Mr Salmon will be granted 135,406 Rights. Each Right entitles Mr Salmon, upon vesting, to one fully paid ordinary share in the Company. Consistent with methodology used in FY25, the Board determined to calculate the number of Rights granted by reference to the 10-day VWAP of Ansell Limited shares on the ASX covering 5 days prior to the Company's FY25 results release on 25 August 2025 and 5-days on and post 25 August 2025 (inclusive of 25 August 2025), this being AUD \$32.95. The Board has not incorporated any discount to that average share price (e.g. the expected dividend yield or any other) for the purposes of determining the number of Rights granted to Mr Salmon (i.e. calculated by way of a purely 'face value' methodology). Mr Salmon's maximum opportunity under the LTIP is 300% of his fixed remuneration. The full amount of the award will only vest if the specified maximum thresholds for each of the conditions is achieved or surpassed. Some of the Rights will be issued to Mr Salmon's wholly owned management company (rather than to Mr Neil Salmon directly). This does not affect the terms of the rights summarised in these explanatory notes.										
Date of grant of Rights	If shareholder approval is obtained, the Rights will be granted to Mr Salmon shortly after this meeting, but in any event no later than 3 years after this meeting.										
Performance conditions	The Board has set 3 year target levels for Company performance, using three performance hurdles including: • Relative Total Shareholder Return: 30% weighting; • Earnings Per Share Growth: 40% weighting; • Organic Revenue Growth: 30% weighting. 40,622 Rights will be subject to the Relative Total Shareholder Return (rTSR) vesting condition. 54,162 Rights will be subject to the Earnings Per Share (EPS) Growth vesting condition. 40,622 Rights will be subject to the Organic Revenue Growth vesting condition. For vesting to occur, a minimum level of performance must be achieved over the 3 year period of the LTIP (FY26–FY28). The Relative Total Shareholder Return measure used to determine LTIP will be assessed against the ASX200 Industrials index, using a 90-day VWAP (1 April – 30 June) at the start and end of the performance period. The EPS Growth and Organic Revenue Growth measures used to determine LTIP performance: • will be assessed based on total growth over the 3 year period of the LTIP. Once the relevant minimum level of performance is met (as described below), the vesting schedule will be a straight line from zero to maximum; and • will be tested on a constant currency basis (to remove foreign exchange fluctuations which may either favour or penalise management). For more information about the manner in which Ansell uses constant currency measurements, please refer to page 16 of the 2025 Annual Report. Further information on the meanings and definitions of the measures and calculation of constant currency are included in the Company's Remuneration Report.										
Relative Total Shareholder Return Condition	The following Total Shareholder Return (TSR) targets will apply for the grant of 40,622 Rights (being 30% of the overall maximum award): The Company's TSR is measured relative to the TSR of a peer group comprising of ASX 200 Industrials sector peers as at the commencement of the relevant performance period. In measuring TSR, the share prices used to calculate the TSR are a 90 day VWAP (1 April to 30 June) at the start and end of the performance period. Following the end of the performance period, the number of performance rights that vest will be calculated based on the following vesting schedule: <table> <tr> <th>TSR of Ansell relative to the Peer Group</th><th>Rights subject to this condition that vest (%)</th></tr> <tr> <td>Below the 50th percentile</td><td>0%</td></tr> <tr> <td>At the 50th percentile</td><td>50%</td></tr> <tr> <td>Between the 50th percentile and 75th percentile</td><td>Straight line vesting between 50% and 100%</td></tr> <tr> <td>At the 75th percentile or higher</td><td>100%</td></tr> </table> The Board may adjust the comparator group to consider events such as delisting, mergers, acquisitions or other relevant corporate activity.	TSR of Ansell relative to the Peer Group	Rights subject to this condition that vest (%)	Below the 50th percentile	0%	At the 50th percentile	50%	Between the 50th percentile and 75th percentile	Straight line vesting between 50% and 100%	At the 75th percentile or higher	100%
TSR of Ansell relative to the Peer Group	Rights subject to this condition that vest (%)										
Below the 50th percentile	0%										
At the 50th percentile	50%										
Between the 50th percentile and 75th percentile	Straight line vesting between 50% and 100%										
At the 75th percentile or higher	100%										

Earnings Per Share performance condition	The following EPS Growth targets will apply for the grant of 54,162 Rights (being 40% of the overall maximum award).	
	Reported EPS Growth during 3-year award period	Rights subject to this condition that vest (%)
	Up to 15.8% (CAGR 5.0%)	0%
	Between 15.8% and 36.8% (midpoint CAGR 8.0%)	Sliding scale from 0% to 100%
	36.8% and above (CAGR 11.0%)	100%
The performance condition for EPS Growth will be measured against 126.6 cents, being the FY25 statutory EPS after excluding FY25 Significant Items as disclosed in Note 3(b) of the Group’s audited FY25 Financial Statements and excluding FY25 net foreign exchange loss.		
Over the 3 year (FY26–FY28) award period, the EPS Growth measure will continue to be subject to constant currency adjustment, exclusion of Significant Items as disclosed in the audited financial statements, and other Board-approved adjustments as applicable.		
Organic Revenue Growth performance condition	The following Organic Revenue Growth targets will apply for the grant of 40,622 Rights (being 30% of the overall maximum award).	
	Organic Revenue Growth during 3 year award period	Rights subject to this condition that vest (%)
	Up to 6.1% (CAGR 2.0%)	0%
	Between 6.1% and 19.1% (midpoint CAGR 4.0%)	Sliding scale from 0% to 100%
	19.1% and above (CAGR 6.0%)	100%
The performance condition for Organic Revenue Growth will be measured against 1,997.0m, being the FY25 statutory sales of \$2,003.3m after board approved adjustments, in keeping with past practice, to exclude the inorganic revenue impacts from discontinued business of \$6.3m.		
Over the 3 year (FY26–FY28) award period, the Organic Revenue Growth measure will continue to be subject to constant currency adjustment and other Board-approved adjustments as applicable.		
Performance condition adjustments	The Board may make adjustments in calculating the applicable performance conditions to:	
	• exclude matters that are beyond the reasonable control or foresight of management or not foreseen or taken into account when setting the performance conditions; and • include matters that management control or should reasonably have foreseen.	
For example, this may include the impacts arising from matters such as unexpected changes in government policy, the imposition or removal of tariffs, or material acquisitions. In these circumstances, the Board may adjust the calculation of the relevant metric or the performance condition to reflect the impact of these developments, ensuring that incentive assessment remains consistent with the original intent of the performance conditions and are aligned with shareholder value creation.		
Price payable on grant or vesting	No amount will be payable in respect of the grant or upon vesting of the Rights.	
No dividend and voting rights on unvested awards	There are no voting rights or entitlements to dividends on unvested Rights under the LTIP.	
Trading restrictions	Shares allocated under the LTIP on vesting of Rights will not be subject to additional trading restrictions (aside from complying with the Company’s Securities Trading Policy).	
Cessation of employment	If Mr Salmon is a ‘good leaver’, a pro-rata amount of unvested Rights held by Mr Salmon or his wholly-owned management company based on time in-role during the performance period will be retained and vest subject to the ordinary assessment against each relevant performance condition, subject to Board discretion to determine otherwise.	
	The Board has discretion to determine that a different treatment will apply if to do so would be fair, reasonable and appropriate to ensure the integrity, purpose and objective of the Plan is maintained (including to vest the Rights where Mr Salmon ceases employment in other circumstances). However, the Board does not intend to exercise this discretion should Mr Salmon be terminated for cause (in which event all unvested Rights would immediately lapse).	

Explanatory Notes to Shareholders continued

Change of Control Event	Subject to any applicable laws, where a Change of Control Event occurs a number of Rights vest as if the applicable vesting conditions had been met at target levels, unless the board determines otherwise. A Change of Control Event means one of the following events: • a takeover offer is made for all of the shares in the Company and (i) the offer becomes unconditional in all respects; and (ii) the bidder acquires a relevant interest in at least 50% of the Shares in the Company; or • the shareholders of the Company approve by the requisite majorities, and the Court makes an order approving, a scheme of arrangement, the effect of which is that all the Shares of the Company are acquired by a third party (excluding, for the avoidance of doubt, any scheme of arrangement which is a solvent restructure).
Board discretion	The Board has retained a general discretion to make adjustments to the terms of Rights where it considers appropriate. Such discretion will only be exercised in accordance with all applicable law. Refer to <i>section 4.5: Other Policy Matters</i> of the FY25 Remuneration Report for more information.
Other information	Mr Salmon is the only Director of the Company entitled to participate in the FY26 LTIP. The value of any of the Rights that may vest on ceasing employment cannot currently be ascertained. The maximum number of Rights that may vest under this FY26 LTIP is 135,406. No loans are being provided to Mr Salmon under the FY26 LTIP. The ASX Listing Rules require this Notice of Meeting to include details of the CEO's current total remuneration package and the number of Rights previously granted to the CEO under the LTIP. The full details of Mr Salmon's total realised remuneration for FY25, as set out in the Company's Remuneration Report, was US\$3,629,798. Mr Salmon's remuneration for the current financial year (FY26), will continue to consist of a base salary, retirement and other benefits, as well as variable components relating to his STI and LTI outcomes: • Fixed Remuneration: EUR 868,540 p.a. • Retirement and other benefits: Variable, including contribution to pension/retirement saving plans, motor vehicle, insurance etc. • Short Term Incentive (at-risk): 100% of fixed remuneration at target, 150% of fixed remuneration at maximum (payable in cash and/or restricted shares as determined by the Board). • Long Term Incentive (at-risk): 300% of fixed remuneration at maximum, on a face value basis. This resolution is not seeking approval for the total remuneration of the CEO, rather it relates to the issue of securities to the CEO (as a Director) under the LTIP, which is one component of his total remuneration. Since he first started at Ansell in 2013, Mr Salmon has been granted 1,020,628 Rights under the LTIP. No price was paid for these Rights. Details of any securities issued under the LTIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution on item 3 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that Listing Rule.

Board Recommendation

The Board believes that an equity based LTIP, in the form of Rights over Ansell shares, is an important component of executive remuneration to ensure an appropriate part of reward is linked to generating long-term returns for shareholders.

The approval being sought from shareholders arises as Ansell is electing to provide the LTIP through the grant of equity, rather than cash, to ensure alignment with shareholder interests and Company performance over the long-term. If shareholders do not approve the grant of Rights as a long-term incentive for the CEO, his total remuneration package may not be competitive with the market, there may be misalignment of rewards with other senior executives and Ansell may be in breach of contractual obligations to the CEO. In these circumstances, the Board would provide Mr Salmon with an equivalent cash incentive subject to the same performance conditions and performance period as described above.

The Board (Mr Salmon abstaining) unanimously recommends that shareholders vote in favour of the awarding of the Rights to the CEO.

Item 4 – Remuneration Report

(non-binding advisory vote)

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2025. The Remuneration Report is set out on pages 47 to 70 of the Company's 2025 Annual Report.

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The vote on Resolution 4 is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting. The Human Resources Committee will take into account the discussion on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Ansell trusts that the 2025 Remuneration Report explains its remuneration strategy in the context of the markets in which it competes for executive talent, how the elements of its remuneration are intended to underpin its long-term strategies and how Ansell's performance dictates executive remuneration outcomes.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this non-binding Resolution.



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