

A microscopic image showing a dense field of cells, likely from a tissue section. The cells are stained with hematoxylin and eosin (H&E), showing blue nuclei and pink cytoplasm/extracellular matrix. The cells are mostly rounded and packed together, with some showing more prominent nuclei and others appearing more vacuolated or foamy.

NOTICE IS GIVEN that the
2014 Annual General Meeting
(**AGM**) of CSL Limited
will be held at the
Function Centre,
National Tennis Centre,
Melbourne Park,
Batman Avenue, Melbourne
on 15 October 2014
at 10.00 am (AEDT).

CSL Limited
Shareholder Review and
Notice of 2014 Annual General Meeting

CSL[™]

Shareholder Review

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Notice of Annual General Meeting

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Financial Calendar

2014

13 August	Annual profit and final dividend announcement
8 September	Shares traded ex-dividend
10 September	Record date for final dividend
3 October	Final dividend paid
15 October	Annual General Meeting
31 December	Half year ends

2015

11 February	Half year profit and interim dividend announcement
16 March	Shares traded ex-dividend
18 March	Record date for interim dividend
10 April	Interim dividend paid
30 June	Year ends
12 August	Annual profit and final dividend announcement
7 September	Shares traded ex-dividend
9 September	Record date for final dividend
2 October	Final dividend paid
15 October	Annual General Meeting
31 December	Half year ends

Cover: A microscopic section of leukaemia blood cells. CSL has partnered with Janssen to develop CSL362 as a novel monoclonal antibody (mAb) therapy for haematological cancer, such as myeloid leukaemia, and autoimmune diseases.

Dear Shareholder

I have much pleasure in inviting you to the 2014 Annual General Meeting (AGM) of CSL Limited, which will be held on Wednesday, 15 October 2014 at the Function Centre at the National Tennis Centre, Melbourne Park, Batman Avenue, Melbourne.

The AGM is scheduled to commence at 10.00 a.m. and will also be webcast live on CSL's website at www.csl.com.au. Refreshments will be available before and after the AGM. Registration will commence from 9 a.m. A map of the venue and transport details are provided on pages 24 to 25.

If you are unable to attend the meeting, I invite you to appoint a proxy to attend and vote on your behalf, either online using the share registry's website at www.investorvote.com.au or using the enclosed proxy form (which may be returned in the envelope provided).

The Managing Director and I will be reviewing the operations and performance of the Group over the year to 30 June 2014. A brief Shareholder Review outlining our business and financial highlights is included on pages 2 to 8.

In addition, the Notice of Meeting commencing at page 9 explains the items of business that you will be asked to consider at the AGM:

- the election of three Directors, Professor John Shine, Ms Christine O'Reilly and Mr Bruce Brook;
- the Remuneration Report relating to remuneration of key management personnel;
- the grant of performance options and performance rights to CSL's Managing Director over the next twelve month period; and
- an increase in the non-executive director fee cap from AUD2.5 million to AUD3.0 million.

We are again providing the opportunity for shareholders to submit questions in advance of the AGM. We hope that as many of the more frequently asked questions as is practicable can be addressed in my or the Managing Director's addresses at the AGM.

Your participation at the AGM will be both welcome and appreciated by your Directors who look forward to presenting an informative programme.

Yours sincerely



John Shine AO
Chairman

Celebrating 20 Years as a Listed Company

From revenue of US\$136 million in 1994 to over US\$5.5 billion in 2014

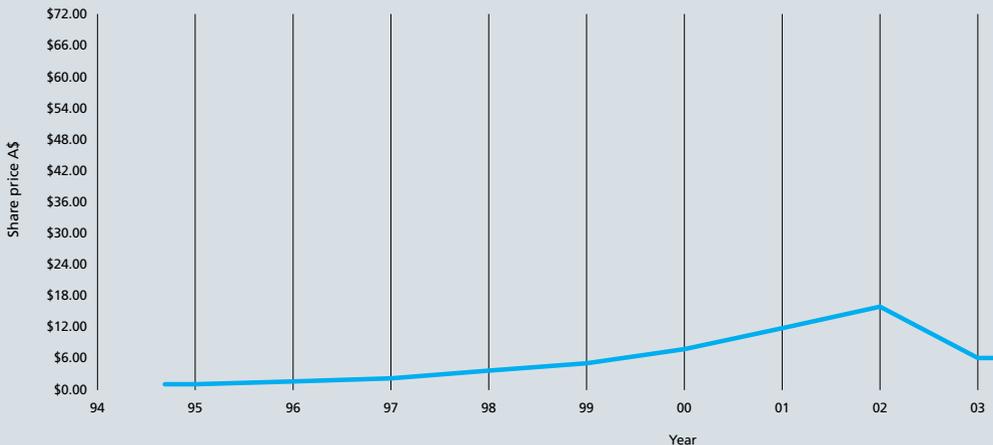
From small-cap to top ten listed company in Australia and part of S&P/ASX20 Index

From less than 1% of global plasma market share at time of listing to over 20% of global market share today

From Australian research laboratory to global enterprise deriving almost 90% of revenue from offshore operations

From limited product portfolio to major R&D pipeline with R&D spend of over US\$450 million in 2014

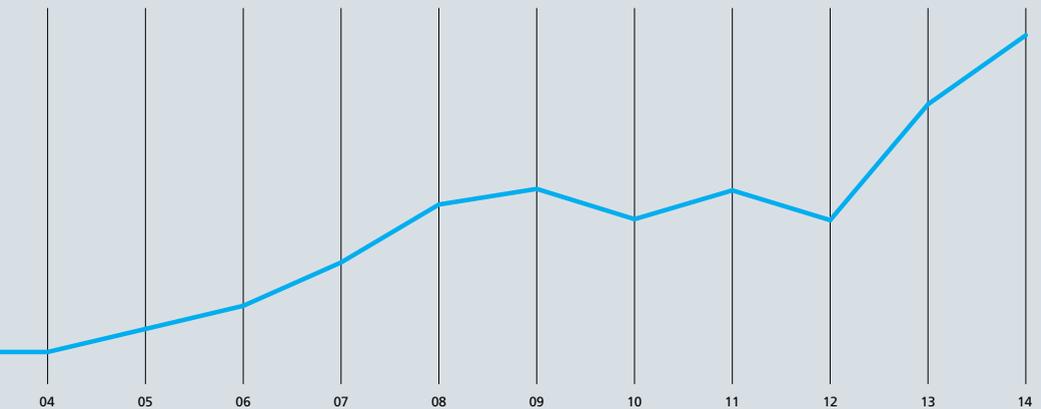
CSL Limited **Share price**



Compound annual growth in net profit of 24.4% to June 2014 since listing

Compound annual growth in CSL share price of 24.9% to June 2014 since listing

Compound annual growth in market capitalisation of 26.1% to June 2014 since listing



Business Highlights

CSL's strong business performance this year has delivered solid sales growth and good progress across several sites with manufacturing capacity expansion programs. Supporting the development of our R&D pipeline, a new biotechnology manufacturing facility opened in May 2014 will produce novel recombinant therapies on a large scale for international clinical trials.

- Net profit after tax was US\$1,307 million for the year ended 30 June 2014. This result includes the US antitrust class action litigation settlement announced in October 2013. On a constant currency basis, net profit after tax was US\$1,304 million.
- CSL has maintained a strong balance sheet with US\$609 million cash on hand against borrowings of US\$1,890 million. Cash flow from operations was US\$1,361 million. Our latest share buyback of up to A\$950 million together with previous share buybacks has contributed to a 19% boost to earnings per share.
- Immunoglobulin sales have delivered the strongest contribution to total revenue with Hizentra® (subcutaneous immunoglobulin) a primary contributor in the US and Europe, and Privigen® (intravenous immunoglobulin) growth assisted by an expanded indication in Europe to include the treatment of chronic inflammatory demyelinating polyneuropathy.
- Albumin sales performed well, driven by increased demand in Europe and continuing strong demand in China. Specialty product highlights included good growth for Kcentra® (4 factor prothrombin concentrate) for which the US FDA has granted orphan drug status (market exclusivity for seven years) for urgent warfarin reversal in patients with acute bleeding, and for urgent reversal of warfarin therapy in adult patients needing surgery.
- Investment in research and development remains an important driver for CSL's future growth. Work to advance the development of a family of recombinant coagulation factor medicines continues to make progress towards providing better treatment options for people with haemophilia and other bleeding disorders.

- ▣ Our new Biotechnology Manufacturing Facility (BMF) at Broadmeadows, Australia was officially opened in May 2014. The most advanced facility of its kind in Australia, it will produce recombinant therapies for international clinical trials starting with one of our novel coagulation factors. CSL's R&D pipeline includes recombinant therapies for rare and serious diseases, including bleeding disorders, inflammatory conditions and cancer.
- ▣ Ongoing capacity expansion programs continue to position CSL to meet future demand for plasma products. Bern, Switzerland completed an expansion project to increase base fractionation capabilities and Kankakee, US completed the first of seven major construction projects to expand capacity. Marburg, Germany completed the first phase of a major project to expand production, filling, freeze-drying and packaging facilities for specialty products. Broadmeadows, Australia finished construction of a new facility for the production of Privigen® with equipment installed and commissioning underway.
- ▣ Rights to market and distribute Afluria® (influenza vaccine) in the US have been transitioned back to bioCSL and commercial resources have been strengthened in preparation for the 2014-2015 influenza season. bioCSL also commenced the process of registering influenza vaccine in seven new countries in Europe which will help to position the business for future growth. In addition, bioCSL produced H5N1 (bird flu) vaccine for the Australian Government and master seeds for the H7N9 influenza strain that emerged in China in 2013. Australia's only onshore manufacturer of influenza vaccine, bioCSL plays a key role in pandemic preparedness.
- ▣ CSL Plasma opened its 100th plasma collection centre in April 2014. In the past three years, CSL Plasma has grown from 73 to more than 100 collection centres and has expanded laboratory and logistics operations, continuing to ensure the ability to meet projected needs for this critical raw material.

Financial Highlights

Interim unfranked dividend of
US\$ 0.53 + Final unfranked dividend of
US\$ 0.60 = Total ordinary dividends 2013-14
US\$ 1.13
 per share per share per share ⁽⁴⁾

Five Year Summary

ALL FIGURES ARE IN US\$ MILLION UNLESS STATED OTHERWISE ⁽³⁾	2013-14 Constant Currency ⁽²⁾	2013-14 Reported ⁽¹⁾	2012-13 Reported ⁽⁵⁾	2011-12 Reported ⁽³⁾	2010-11 Reported ⁽³⁾	2009-10 Reported ⁽³⁾
Total revenue	5,546	5,524	5,130	4,814	4,228	4,058
Sales revenue	5,375	5,335	4,950	4,616	4,097	3,909
R&D investment	473	466	427	370	323	278
Profit before income tax expense	1,594	1,604	1,461	1,270	1,167	1,207
Net profit	1,304	1,307	1,211	1,024	918	921
Capital investment		402	450	309	197	215
Total assets at 30 June		6,278	5,974	5,901	5,447	4,865
Total equity at 30 June		3,162	3,018	3,477	3,917	3,591
Net tangible assets per share at 30 June (\$)		4.71	4.44	5.15	5.68	5.10
Weighted average number of shares (million)		484	499	519	541	567
Basic earnings per share (\$)		2.701	2.429	1.972	1.698	1.625
Dividend per share (\$)		1.130	1.020	0.865	0.781	0.700

(1) The Group's Reported results are reported in accordance with the Australian Equivalents to International Financial Reporting Standards (A-IFRS).

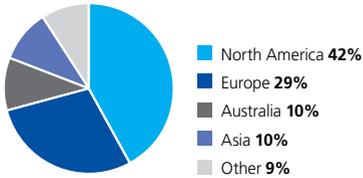
(2) Constant currency removes the impact of exchange rate movements to facilitate comparability by restating the current year's rates. For further details please refer to the Director's Report on page 47 of the 2013-2014 Annual Report.

(3) The results in US dollars have been prepared using the methodology outlined in Note 1(a) of the Financial Statements of the 2013-2014 Annual Report.

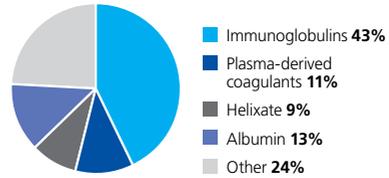
(4) For shareholders with an Australian registered address, dividends will be paid in A\$ at an amount of A\$0.648480 per share (at an exchange rate of A\$1.0808/US\$1.00, and for shareholders with a New Zealand registered address, dividends will be paid in NZD at an amount of NZ\$0.710220 per share (at an exchange rate of NZ\$1.1837/US\$1.00). The exchange rates used are fixed at the date of dividend determination. All other shareholders will be paid in US\$.

(5) Financial year 2013 results were restated following the revisions to AASB 119 Employee Benefits.

CSL Group Sales by Region 2013-14



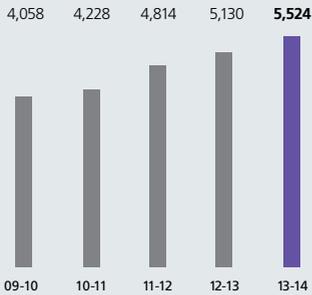
CSL Group Sales by Major Products 2013-14



Financial Performance in US\$⁽³⁾

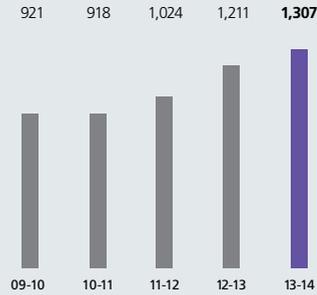
CSL Total Revenue

(US\$ millions)



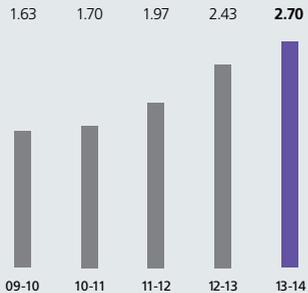
CSL Net Profit

(US\$ millions)



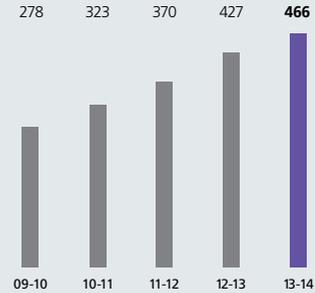
CSL Earnings Per Share

(US\$)



CSL R&D Investment

(US\$ millions)



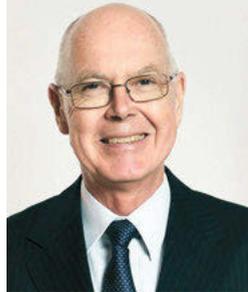
Board of Directors



*John Shine AO
Chairman*



*Paul Perreault
Managing Director*



John Akehurst



David Anstice



Bruce Brook



Marie McDonald



Christine O'Reilly



Maurice Renshaw



*Edward Bailey
Company Secretary*

CSL Limited

Notice of 2014 Annual General Meeting

ORDINARY BUSINESS

1. Accounts and Reports

To receive and consider the Financial Statements and the reports of the Directors and Auditors for the year ended 30 June 2014, and to note the final dividend in respect of the financial year ended 30 June 2014 determined by the Board and paid by the Company.

2. Election of Directors

- (a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Professor John Shine, a Director retiring from office in accordance with rule 67(a) of the Constitution, being eligible, is re elected as a Director of the Company.'

- (b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Ms Christine O'Reilly, a Director retiring from office in accordance with rule 67(a) of the Constitution, being eligible, is re elected as a Director of the Company.'

- (c) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Mr Bruce Brook, a Director retiring from office in accordance with rule 67(a) of the Constitution, being eligible, is re elected as a Director of the Company.'

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes below (see page 11 below).

For information about the candidates for re election, together with information about voting by any significant foreign shareholder in the Company, see the Explanatory Notes (see pages 15 to 23 below).

3. Adoption of the Remuneration Report

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

'That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2014 be adopted.'

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes below (see page 11 below).

For information on the Remuneration Report, see the Explanatory Notes (see pages 15 to 23 below).

CSL Limited

Notice of 2014 Annual General Meeting *continued*

SPECIAL BUSINESS

4. Grant of Performance Options and Performance Rights to Mr Paul Perreault, the Managing Director and Chief Executive Officer

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

'That the Company hereby approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes:

- a) *the grant to Mr Paul Perreault (being the Company's Managing Director and Chief Executive Officer as at the date this resolution is passed) of:*
 - i) *Performance Options up to the maximum value of USD1,020,000; and*
 - ii) *Performance Rights up to the maximum value of USD1,912,500,*
under, and in accordance with, the Company's Performance Rights Plan and on the basis described in the Explanatory Notes accompanying this Notice of Annual General Meeting; and
- b) *any issue of fully paid ordinary shares in the Company to Mr Paul Perreault upon the vesting and/or exercise of any such Performance Options and Performance Rights.'*

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes below (see page 11 below).

For information on the proposed grant of Performance Options and Performance Rights to the Managing Director and Chief Executive Officer, see the Explanatory Notes (see pages 15 to 23 below).

5. Remuneration of Non-Executive Directors

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

'That for the purposes of Rule 68(b) of the Company's Constitution and ASX Listing Rule 10.17, the maximum aggregate remuneration that may be paid to all the Non-Executive Directors of the Company by the Company and its subsidiaries for their services as Directors of the Company and such subsidiaries, in respect of each year commencing on or after 1 July 2014, be increased from AUD2,500,000 per annum to AUD3,000,000 per annum.'

Voting Exclusions: The Company will disregard any votes cast on this resolution by or on behalf of certain shareholders. Details of the voting exclusions applicable to this resolution are set out in the 'Voting Exclusions' section of the Notes below (see page 11 below).

For information on the proposed increase in the maximum aggregate remuneration of the Non-Executive Directors, see the Explanatory Notes (see pages 15 to 23 below).

NOTES

Eligibility to Vote

For the purpose of voting at the AGM, the Directors have determined that all shares in the Company are taken to be held by the persons who are registered as holding them at 7.00 pm (Melbourne time) on 13 October 2014.

The entitlement of shareholders to vote at the AGM will be determined by reference to that time.

Voting Exclusions

One or more of the *Commonwealth Serum Laboratories Act 1961* (Cth) (the **CSL Act**), the Company's Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on several of the resolutions to be considered at the meeting. These voting exclusions are described below.

Voting exclusions relating to items 2(a), (b) and (c) ('Election of Directors')

The CSL Act and the Company's Constitution require certain voting exclusions in relation to significant foreign shareholders in the Company. Information about these voting exclusions is included in the Explanatory Notes relating to the resolutions proposed in items 2(a), (b) and (c).

Voting exclusions relating to item 3 ('Adoption of the Remuneration Report')

The following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the resolution proposed in item 3 (**Resolution 3**):

- any member of the key management personnel for the CSL consolidated group (each, a **KMP**) whose remuneration details

are included in the Remuneration Report, and any closely related party of such a KMP;

- any other person to the extent that they are voting on behalf of such a KMP or closely related party; and
- any person who is a KMP as at the time Resolution 3 is voted on at the AGM, and any closely related party of such a KMP, to the extent in either case that they are acting as a proxy,

unless the person votes as a proxy for someone who is entitled to vote and:

- the person is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 3; or
- the person is the Chair of the AGM and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 3 is connected directly or indirectly with the remuneration of a KMP.

Voting exclusions relating to item 4 ('Grant of Performance Options and Performance Rights to Mr Paul Perreault, the Managing Director and Chief Executive Officer')

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in item 4 (**Resolution 4**):

- any Director who is eligible to participate in the Performance Rights Plan or any associate of such a Director; and
- any person who is a KMP as at the time the Resolution 4 is voted on at the AGM, and any closely related party of such a KMP, to the extent in either case that they are acting as a proxy,

CSL Limited

Notice of 2014 Annual General Meeting *continued*NOTES *CONTINUED*

unless the person votes as a proxy for someone who is entitled to vote and:

- the person is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 4, and the vote is cast in accordance with that direction; or
- the person is the Chair of the AGM and:
 - the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a KMP; and
 - if the Chair is a Director who is eligible to participate in the Performance Rights Plan, the vote is cast in accordance with a direction in the proxy appointment to vote as the proxy decides.

Voting exclusions relating to item 5 ('Remuneration of Non-Executive Directors')

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in item 5 (**Resolution 5**):

- any Director or any associate of a Director; and
- any person who is a KMP as at the time the Resolution 5 is voted on at the AGM, and any closely related party of such a KMP, to the extent in either case that they are acting as a proxy,

unless the person votes as a proxy for someone who is entitled to vote and:

- the person is appointed as a proxy by writing that specifies how the proxy is to

vote on Resolution 5, and the vote is cast in accordance with that direction; or

- the person is the Chair of the AGM, the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a KMP and the vote is cast in accordance with a direction in the proxy appointment to vote as the proxy decides.

Defined terms use in the voting exclusions

For the purposes of the above voting exclusions:

- The '**key management personnel for the CSL consolidated group**' (or **KMPs**) are those persons having authority and responsibility for planning, directing and controlling the activities of the CSL consolidated group either directly or indirectly. It includes all Directors (Executive and Non-Executive). The KMPs during the year ended 30 June 2014 are listed in the Remuneration Report contained in the Directors' Report for the year ended 30 June 2014.
- A '**closely related party**' of a KMP means:
 - a spouse or child of the KMP; or
 - a child of the KMP's spouse; or
 - a dependant of the KMP or of the KMP's spouse; or
 - anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the CSL consolidated group; or
 - a company the KMP controls.

Application of voting exclusions to attorneys

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

INFORMATION ON PROXIES, CORPORATE REPRESENTATIVES AND ATTORNEYS

Voting by Proxy

Please note that:

- a shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy. A shareholder who is entitled to cast two or more votes may appoint not more than two proxies;
- a proxy may be either an individual or a corporation, and need not be a shareholder of the Company;
- a single proxy exercises all voting rights of the relevant shareholder;
- where two proxies are appointed, the shareholder may specify the proportion or number of that shareholder's votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify each proxy's voting rights, the rights are deemed to be 50% each. Fractions of votes are to be disregarded. Where two proxies are appointed, neither may vote on a show of hands;
- a proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chair of the AGM) on a poll. However, if the proxy's appointment

specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of these Notes, including the voting exclusions noted above);

- if a proxy does not attend the AGM then the Chair of the AGM will be taken to have been appointed as the proxy of the relevant shareholder in respect of the AGM; and
- if the Chair of the AGM is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chair intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these Notes, including the voting exclusions noted above).
- To be valid, the appointment of a proxy must be received **at least 48 hours prior to the AGM** using one of the following methods:
 - online by visiting the following address: www.investorvote.com.au

OR

 - faxing the proxy appointment form, along with the power of attorney or other authority (if any) under which the form is signed, to one of the following numbers:
 - (within Australia) 1800 783 447
 - (outside Australia) +61 3 9473 2555

OR

 - lodging the proxy appointment form in person or by mail, along with the power of attorney or other authority (if any) under

CSL Limited

Notice of 2014 Annual General Meeting *continued*

which the form is signed (or a certified copy thereof), at one of the following addresses:

BY HAND:

Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067

or

BY MAIL:

Computershare Investor Services Pty Limited

GPO Box 242
Melbourne, Victoria 3001

Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com.

A proxy appointment form accompanies this Notice of AGM.

Voting by Corporate Representatives

A shareholder, or proxy, that is a corporation and entitled to attend and vote at the AGM may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with the Corporations Act and must be lodged with the Company before the AGM or at the registration desk on the day of the AGM.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf.

An attorney need not be a shareholder of the Company.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to the Company is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by the Company or the Company's share registry.

BY THE ORDER OF THE BOARD



Edward Bailey – Company Secretary

12 September 2014

EXPLANATORY NOTES

RESOLUTION 2 – ELECTION OF DIRECTORS

Candidate for Re-election
to the Office of Director



Professor John Shine AO,

BSc (Hon), PhD, DSc, FAA - (age 68)

Pharmaceutical Industry and Medicine

Professor Shine was appointed to the CSL Board in June 2006 and became Chairman in 2011. He is Professor of Molecular Biology and Professor of Medicine at the University of NSW, and a Director of many scientific research and medical bodies throughout Australia. Professor Shine is President of the Museum of Applied Arts and Science (Powerhouse Museum and Sydney Observatory) and was formerly Executive Director of the Garvan Institute of Medical Research. He was also formerly Chairman of the National Health and Medical Research Council and a Member of the Prime Minister's Science, Engineering and Innovation Council. In November 2010, he was awarded the 2010 Prime Minister's Prize for Science.

Professor Shine is Chairman of the Board and the Nomination Committee and a member of the Innovation and Development Committee.

The Board has determined that Professor Shine is an independent Director.

Candidate for Re-election
to the Office of Director



Ms Christine O'Reilly,

BBus (age 53)

Finance and Infrastructure

Ms O'Reilly was appointed to the CSL Board in February 2011. She is a Director of the Transurban Group, Energy Australia, Medibank Private Limited, Baker IDI and Care Australia. During her executive career, she was Co-Head of Unlisted Infrastructure Investments at Colonial First State Global Asset Management and prior to that was the Chief Executive Officer of the GasNet Australia Group.

Ms O'Reilly is a member of the Audit and Risk Management Committee, the Human Resources and Remuneration Committee and the Nomination Committee.

The Board has determined that Ms O'Reilly is an independent Director.

CSL Limited

Notice of 2014 Annual General Meeting *continued*EXPLANATORY NOTES *CONTINUED*

Candidate for Re-election
to the Office of Director



Mr Bruce Brook,

BCom, BAcc, FCA, MAICD - (age 59)

Finance and Management

Mr Brook was appointed to the CSL Board in August 2011. He is currently Chairman of Programmed Maintenance Services Limited and a Director of Boart Longyear Limited and Newmont Mining Corporation. Mr Brook has previously been Chairman of Energy Developments Limited and a Director of Lihir Gold Limited and Consolidated Minerals Limited. During his executive career he was Chief Financial Officer of WMC Resources Limited and prior to that the Deputy Chief Financial Officer of the ANZ Banking Group.

Mr Brook is Chairman of the Audit and Risk Management Committee and a member of the Nomination Committee.

The Board has determined that Mr Brook is an independent Director.

Recommendation

The Directors (in each case excluding the relevant candidate) recommend that shareholders vote in favour of the re-election of each of the above candidates.

Voting restrictions on any significant foreign shareholder

As required by the CSL Act, the Company's Constitution provides that if the Board becomes aware of a 'significant foreign shareholding' in the Company, the Board must be divided into two classes of Directors, comprising O class and A class Directors. The Constitution defines a 'significant foreign shareholder' as a foreign person who has a relevant interest in at least 5% of the voting shares of the Company.

The number of O class Directors must be the number nearest to but not exceeding one third of the Directors. Thus in a Board of 8 members, there would need to be 2 O class Directors and 6 A class Directors. Under the Constitution, the Managing Director must be regarded as an A class Director.

All shareholders are entitled to vote on the election of an O class Director. A significant foreign shareholder (including any controlled entities and nominees of the significant foreign shareholder to the extent they hold the shares which comprise the significant foreign shareholding) may not vote on the election, re-election or removal of an A class Director.

In accordance with the Constitution, the Board of Directors has previously determined that Professor John Shine and Mr David Anstice be classified as O class Directors, with the rest of the Directors being classified as A class Directors.

Accordingly, at the 2014 AGM, 1 O class Director (being Professor John Shine), and 2 A class Directors (being Mr Bruce Brook and Ms Christine O'Reilly) will stand for re election.

As required by the Constitution, the Board conducts periodic reviews of the Company's share register with a view to determining whether or not there are any significant foreign shareholders. For example, the Company reviews the underlying ownership of substantial shareholders of the Company who, in accordance with Chapter 6C of the Corporations Act, must give notice to the Company and the ASX if they and their associates have relevant interests in 5% or more of the voting shares in the Company. In most cases to date, where the substantial shareholder is a foreign company or a member of a foreign company's group, it has been in its capacity as a fund manager. The Constitution provides that a fund manager is only a foreign person for this purpose if the total interests of foreign persons in the fund represent more than 40% of the total.

As a result of those periodic reviews, the Board is not aware of any significant foreign shareholder as at the date of this notice. If there is any significant foreign shareholder at the time of the 2014 AGM, the relevant shares comprising the significant foreign shareholding will be prohibited from voting on the re-election of Mr Bruce Brook and Ms Christine O'Reilly at the 2014 AGM.

RESOLUTION 3 – ADOPTION OF THE REMUNERATION REPORT

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out certain prescribed information relating to Directors' and Executives' remuneration, and submit this for adoption by resolution of shareholders at the AGM.

The Directors' Report for the year ended 30 June 2014 contains the Remuneration Report, which is set out on pages 52 to 73 of the 2014 Annual Report. A copy of the 2014 Annual Report can be found on the CSL website at www.csl.com.au or by contacting the Company's share registrar, Computershare.

The Remuneration Report includes:

- an explanation of the Company's policies in relation to the nature and amount of the remuneration of the key management personnel (**KMP**);
- a description of the relationship between such policies and CSL's performance; and
- remuneration details for KMP and any associated performance conditions for the period ended 30 June 2014.

CSL Limited

Notice of 2014 Annual General Meeting *continued*

EXPLANATORY NOTES *CONTINUED*

During this item, there will be an opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report, and shareholders are asked to adopt the Remuneration Report.

The vote on the resolution in this item is advisory and will not bind the Directors of CSL. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described above in the voting exclusions, that each Director (or any closely related party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 3 to adopt the Remuneration Report.

RESOLUTION 4 – GRANT OF PERFORMANCE OPTIONS AND PERFORMANCE RIGHTS TO MR PAUL PERREAULT, THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Under the ASX Listing Rules, the Company must seek shareholder approval to grant Performance Options and Performance Rights to the Managing Director and Chief Executive Officer, Mr Paul Perreault. Accordingly, approval is sought for the grant of Performance Options to the maximum value of USD1,020,000 and Performance Rights to the maximum value of USD1,912,500.

During 2014, CSL conducted a review of the architecture of our KMP remuneration practices with particular focus on competitiveness in the global employment marketplace as six of our eight KMP now reside outside of Australia. This review has demonstrated that Total Reward for our executive KMP who are based outside of Australia is below market, particularly in relation to the long term incentive (LTI) component. As a result, the Board has decided to update the remuneration approach for the 2015 financial year for USA-based executive KMP, including for Mr Paul Perreault, to ensure that their remuneration is competitive and aligned with global market practice. With respect to LTI, this has seen modifications to the approach to Performance Rights and the introduction of Performance Options within a framework aligned to be competitive. A description of the changes in executive KMP remuneration is included in the Remuneration Report on pages 52 to 73 of the 2014 Annual Report.

An overview of the proposed Performance Options and Performance Rights grant to Mr Perreault is detailed below. Further details of Mr Perreault’s remuneration package are set out in the Remuneration Report on pages 52 to 73 of the 2014 Annual Report.

	Performance Options	Performance Rights
Grant Value	<p>Performance Options to the maximum value of USD1,020,000 converted to Australian dollars using the closing rate on 30 September 2014.</p> <p>Performance Options will be granted in one tranche with the number of Performance Options determined by the value above divided by an estimated fair value as determined by an independent consultant.</p>	<p>Performance Rights to the maximum value of USD1,912,500 converted to Australian dollars using the closing rate on 30 September 2014.</p> <p>Performance Rights will be granted in three tranches, namely:</p> <ul style="list-style-type: none"> • Tranche 1 – subject to a relative Total Shareholder Return (rTSR) Performance Measure (see below), with a value of USD850,000; • Tranche 2 – subject to an Earnings per Share growth (EPSg) Performance Measure (see below), with a value of USD850,000; and • Tranche 3 – subject to an EPSg Performance Measure (see below), with a value of USD212,500. <p>The number of Performance Rights in each tranche will be determined by dividing the value of each tranche by an estimated fair value as determined by an independent consultant.</p> <p>The value of Tranche 3 (and therefore the number of number of Performance Rights in Tranche 3) is equal to 25% of Tranche 2 and will only be eligible for vesting where performance against the EPSg Performance Measure exceeds target (see “Vesting Schedule” below for further information).</p>
	<p>The estimated fair value of the Performance Options and Performance Rights will be determined by an independent consultant and will be based on the volume weighted average price at which CSL shares traded on the ASX in the five trading days from 24 September 2014 to 30 September 2014 inclusive. The fair value is calculated using a Black-Scholes methodology and, for Performance Rights subject to a market condition, a Monte Carlo simulation model, which takes into consideration factors such as the performance hurdles and probability of those hurdles being achieved, share price volatility, life of the award, dividend yield and risk free rate. Each Performance Option and Performance Right is to acquire one share in the Company (see also “Price Payable on Grant or Exercise” below).</p>	

CSL Limited

Notice of 2014 Annual General Meeting *continued*

EXPLANATORY NOTES *CONTINUED*

	Performance Options	Performance Rights
Grant Date	Subject to shareholder approval the Performance Options and Performance Rights will be issued within 12 months of the date of the AGM.	
Performance Measure	Mr Perreault must not receive an unsatisfactory performance assessment during the performance period.	<p>The proposed grant of Performance Rights will be subject to two performance measures over the four year performance period:</p> <ul style="list-style-type: none"> • Tranche 1 will be subject to CSL's rTSR performance measured against a cohort of like global Pharmaceutical and Biotechnology companies that have manufacturing operations, a research and development pipeline, and a comparable market capitalisation; • Tranche 2 will be subject to CSL achieving its "Target" EPSg performance hurdles which are set out in the Vesting Schedule below; and • Tranche 3 will be subject to CSL achieving its "Upside" EPSg performance hurdles which are set out in the Vesting Schedule below. <p>In addition, Mr Perreault must not receive an unsatisfactory performance assessment during the performance period.</p>
Performance Period	The performance period is four years commencing 1 July 2014 and concluding on 30 June 2018. There is no retesting of the Performance Options or Performance Rights. The expiry date of the Performance Options and Performance Rights will be 30 September 2019.	

	Performance Options	Performance Rights
Vesting Schedule	<p>If the performance measure is met, 100% of the Performance Options will vest.</p>	<p>For those Performance Rights in Tranche 1 (subject to the rTSR Performance Measure):</p> <ul style="list-style-type: none"> • No Performance Rights will vest if CSL’s Total Shareholder Return performance is less than the 50th percentile; • If performance is at the 50th percentile, then 50% of the Performance Rights will vest; and • An additional 2% of Performance Rights will vest for each 1 percentile increase above the 50th percentile up to the 75th percentile at which 100% of the Performance Rights will vest. <p>For those Performance Rights in Tranche 2 (subject to the “Target” EPSg Performance Measure):</p> <ul style="list-style-type: none"> • No Performance Rights will vest if CSL’s EPSg is less than 8%; and • Vesting for the EPSg Target Performance Rights will occur on a straight line scale from 35% vesting where EPSg is at 8% through to 100% vesting where EPSg is at 13%. <p>For those Performance Rights in Tranche 3 subject to the EPSg “Upside” Performance Measure:</p> <ul style="list-style-type: none"> • Where EPSg is above 13%, vesting will occur on a straight line scale from 0% vesting at EPSg of 13% through to 100% vesting where EPSg is at 15%.
Price Payable on Grant or Exercise	<p>No amount is payable in respect of the grant of the Performance Options. The exercise price of a Performance Option will be equal to the volume weighted average price at which CSL shares traded on the ASX in the five trading days from 24 September 2014 to 30 September 2014 inclusive.</p>	<p>No amount is payable in respect of the grant or vesting of the Performance Rights.</p>

CSL Limited

Notice of 2014 Annual General Meeting *continued*EXPLANATORY NOTES *CONTINUED*

	Performance Options	Performance Rights
Change of Control	In the event of a change of control of the Company, unless otherwise determined by the Board, a pro-rata number of the Performance Options and Performance Rights granted, based on the time elapsed since the issue date will be tested against the performance measures and will vest based on the extent to which the performance measures have been met.	
Cessation of Employment	<p>If Mr Perreault's ceases employment with the Company before the Performance Options and Performance Rights vest, then all unvested Performance Options and Performance Rights will lapse.</p> <p>However, if Mr Perreault ceases employment by retirement, redundancy, death, total or permanent disability or another reason as determined by the Board in its absolute discretion, he will retain a pro-rated number of Performance Options and Performance Rights based on the period elapsed from the issue date to the date of cessation. Any Performance Options and Performance Rights will be retained subject to the original terms and conditions of the award including award Vesting Date. To the extent permitted by law, the Board may elect to settle any Performance Options and Performance Rights vesting by way of a cash payment (rather than ordinary shares).</p>	
Other Information	<p>Mr Perreault is the only Director who is eligible to participate in the Plan.</p> <p>There is no loan scheme in relation to the Performance Options and Performance Rights.</p> <p>In accordance with approval obtained at the 2013 Annual General Meeting, Mr Perreault was granted 20,020 Performance Rights under the LTI Plan. No amount is payable by Mr Perreault on the grant or vesting of the Performance Rights.</p> <p>The Rules of the Performance Rights Plan address the impact of rights issues on the Performance Options and Performance Rights.</p> <p>A copy of the CSL Limited Performance Rights Plan rules is available on request from the Company Secretary.</p> <p>If shareholders do not approve the grants of Performance Options and Performance Rights at the AGM, it is intended that awards will be provided to Mr Perreault in cash, subject to performance, service and other conditions.</p>	

Recommendation

The Non-Executive Directors recommend that shareholders vote in favour of the Resolution 4 to approve the grant of Performance Options and Performance Rights to Mr Perreault on the basis outlined above.

RESOLUTION 5 – REMUNERATION OF NON-EXECUTIVE DIRECTORS

In accordance with Rule 68(b) of the Company's Constitution and ASX Listing Rule 10.17, shareholders of the Company are being asked to approve an increase in the maximum aggregate amount which may be paid as Non-Executive Directors' fees (the **NED Fee Cap**) by AUD500,000 from AUD2,500,000 per annum to AUD3,000,000 per annum.

The current NED Fee Cap of AUD2,500,000 was approved at the Annual General Meeting in 2010. Since that time the Company has continued the international expansion of its business and it continues to be very important that the Company remains able to attract and retain Directors with the appropriate experience, expertise, skills and diversity to oversee the Company's business and strategic direction.

The Board has determined that the current NED Fee Cap leaves limited headroom to accommodate:

- any increase in the number of Directors, particularly where it is considered appropriate:
 - in light of the scope and complexity of the Company's business;
 - to increase diversity of membership on the Board; and/or
 - to assist in ensuring appropriate and co-ordinated Board succession planning; and
- any future increase in directors' fees in order to maintain market competitiveness.

In view of the above, the Board considers that it is appropriate to put this proposed increase in

the NED Fee Cap to the shareholders at this time. The amendment will be treated as applying in respect of each financial year of the Company commencing on or after 1 July 2014. The Company will, of course, in future continue to set the actual level of remuneration of its Non-Executive Directors within the NED Fee Cap after having regard to independent external advice, market practice, Board performance and other appropriate factors.

If the increase in the NED Fee Cap is approved, the Board does not intend to fully utilise the increased NED Fee Cap in the current year or in the near future. However, it will provide the Board with flexibility to do so where the Board considers it appropriate in light of the factors noted above.

Disclosure of Directors' remuneration will continue to be made to shareholders in each Annual Report in accordance with applicable legal and ASX requirements.

Recommendation

Noting that each Non-Executive Director has a personal interest in their own remuneration from the Company, the Directors recommend that shareholders vote in favour of the Resolution 5 to approve the increase in the NED Fee Cap.

CSL Limited

Notice of 2014 Annual General Meeting continued

GETTING TO THE AGM

AGM Venue

The CSL AGM on Wednesday, 15 October 2014 is at the Function Centre at the National Tennis Centre, Melbourne Park, Batman Avenue, Melbourne.

Public Transport

Trams from Flinders Street stop at the Rod Laver Arena tram stop. Please proceed through the car park to the ramp leading to the Function Centre.

Car Parking

If driving, take Entrance D off Olympic Boulevard and proceed to the Northern Car Park. At Entrance D, you will be given a validated ticket from the gate on arrival. You can then use the validated ticket to exit the venue after the AGM.

