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**To** Australian Securities Exchange  
Company Announcements Office

**From** Peter Larsen

**Date** 20 September 2012

**Subject** **Newcrest Mining Limited - 2012 Notice of Annual General Meeting and Shareholder Voting Form**

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In accordance with the Listing Rules, I attach a copy of the 2012 Notice of Annual General Meeting and Shareholder Voting Form for release to the market.

Yours faithfully,



**Peter Larsen**  
Deputy Company Secretary

For personal use

NEWCREST  
MINING  
LIMITED

ABN 20 005 683 625

20 September 2012

Dear Shareholder,

I have pleasure in enclosing the Notice for Newcrest's 2012 Annual General Meeting and the accompanying proxy form.

The meeting will be held on Thursday, 25 October 2012 at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne, commencing at 10.30am (Melbourne time).

The business to be conducted at the meeting is described in the enclosed Notice. Your Directors believe that each of the resolutions to be put to the meeting is in the best interests of the Company and its shareholders and unanimously recommend that you vote in favour of all resolutions.

It is important that you vote on the items of business considered at the meeting. If you are unable to attend the meeting in person, I recommend that you exercise your voting rights by completing and returning, as indicated, the enclosed proxy form to the Company. If you appoint me or any of my fellow Directors as your proxy, we will vote as you direct. In the absence of any express direction from you on the proxy form, we will vote in favour of each of the resolutions, other than item 3 of the Notice of Meeting, being approval of the Remuneration Report, with respect to which my fellow Directors cannot vote undirected proxies in any circumstances and I will need your express authorisation to vote an undirected proxy. Please read the proxy form carefully, as it explains how to direct your votes.

The meeting is an ideal opportunity for you to raise any issues or ask your Board any relevant questions which are of interest to you. There will also be an opportunity for you to meet and talk with your Directors and the Company's senior executives immediately after the meeting. I encourage you to attend the meeting personally, if you are able to do so.

Feedback from the Company's shareholders is welcomed by Directors. If you wish to raise any questions at the meeting, but are not able to attend in person, you should complete the enclosed 'Questions from Shareholders' form and return it to the Company. I will endeavour to respond at the meeting to as many of the questions as possible.

As in previous years, the meeting will be webcast and all addresses, presentations and results will be available on the Company's website ([www.newcrest.com.au](http://www.newcrest.com.au)) and on relevant stock exchanges following the meeting. The Company's 2012 Annual Report is also available on the website.

My fellow Directors and I look forward to seeing you at the meeting.

Yours sincerely



**Don Mercer**  
Chairman

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## **Notice of Annual General Meeting 2012**

NEWCREST MINING LIMITED ACN 005 683 625

Notice is hereby given that the Annual General Meeting of Newcrest Mining Limited (*Newcrest* or *the Company*) will be held at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne on Thursday, 25 October 2012 at 10.30am (Melbourne time).

## BUSINESS

### 1. Financial and Other Reports

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the year ended 30 June 2012.

### 2. Election and Re-Election of Directors

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

‘That Gerard Michael Bond, who was appointed to the Board since the last Annual General Meeting of the Company and who, being eligible, submits himself for election in accordance with Rule 57 of the Company’s Constitution, is elected as a Director of the Company.’

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

‘That Mr Vince Gauci, who retires by rotation in accordance with Rule 69 of the Company’s Constitution and, being eligible, submits himself for re-election, is re-elected as a Director of the Company.’

### 3. Adoption of Remuneration Report

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

‘That the Remuneration Report for the Company (included in the report of the Directors) for the year ended 30 June 2012 be adopted.’

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting exclusion statement:

Pursuant to the Corporations Act, a vote may not be cast on the resolution proposed on item 3 (Adoption of Remuneration Report) by or on behalf of the following persons (in any capacity) and the Company will disregard any vote so cast:

- a member of the key management personnel for the Newcrest Consolidated Group (as defined below) whose remuneration details are included in the Remuneration Report; or
- a closely related party (as defined below) of any such member, unless the vote is cast:
  - as a directed proxy (i.e. a proxy appointed by writing that specifies how the proxy is to vote on the resolution); or
  - by the Chairman of the meeting as an undirected proxy, provided the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Newcrest Consolidated Group,

provided the vote is not cast on behalf of a member of the key management personnel for the Newcrest Consolidated Group or a closely related party of any such member.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

*What this means for shareholders: If you appoint a member of the key management personnel for the Newcrest Consolidated Group, or a closely related party of any such member, as your proxy, please ensure that you direct them how to vote on this resolution. If you appoint the Chairman of the meeting as your proxy, you can direct him how to vote either by marking one of the boxes opposite item 3 (Adoption of Remuneration Report) (that is, to vote ‘for’ or ‘against’ or to ‘abstain’ from voting) or you can give the Chairman your express authority to vote your proxy as the Chairman decides (in which case the Chairman will vote in favour of this item of business).*

For the purposes of these voting exclusions:

- (i) The ‘key management personnel for the Newcrest Consolidated Group’ are those persons having authority and responsibility for planning, directing and controlling the activities of the Newcrest Consolidated Group, either directly or indirectly. It includes all Directors (executive and non-executive) and members of the Executive Committee reporting to the Managing Director and Chief Executive Officer. The key management personnel for the Newcrest Consolidated Group during the year ended 30 June 2012 are listed in Note 37 to the Financial Statements for the year ended 30 June 2012 contained in the Company’s Annual Report 2012.
- (ii) ‘closely related party’ of a member of the key management personnel for the Newcrest Consolidated Group means:
  - a spouse or child of the member; or
  - a child of the member’s spouse; or
  - a dependant of the member or of the member’s spouse; or
  - anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the entity; or
  - a company the member controls.

### 4. Other Business

To transact any other business that may be legally brought forward.

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**NOTES**

**(a) Entitlement to vote**

The Directors have determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7.00pm (Melbourne time) on Tuesday, 23 October 2012.

**(b) Proxies**

- A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
- If a shareholder is unable to attend the meeting, they are encouraged to appoint a proxy to attend and vote on their behalf.
- A proxy may be either an individual or a corporation and need not be a member of the Company.
- A shareholder who is entitled to cast two or more votes may appoint two proxies and should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Where two proxies are appointed, neither proxy may vote in that capacity on a show of hands. An additional proxy form will be supplied by the Company's share registry, Link Market Services Limited, on request for the purpose of appointing a second proxy.
- Shareholders are encouraged to direct their proxies how to vote on each resolution. A shareholder can direct their proxy how to vote on a resolution by following the instructions on the proxy form or online (as outlined below). If the proxy appointment does direct their proxy how to vote on a resolution:
  - (i) if the proxy is the Chairman of the meeting, the proxy must vote on a poll and must vote as directed;
  - (ii) if the proxy is not the Chairman of the meeting, the proxy need not vote on a show of hands or a poll, however, if the proxy does vote, the proxy must vote as directed; and
  - (iii) where a proxy holds two or more appointments which provide different directions how to vote on a resolution, the proxy must not vote any of those appointments on a show of hands on that resolution.
- If a shareholder's appointed proxy does not attend the meeting, then the proxy appointment will automatically default to the Chairman of the meeting.
- In addition, any directed proxy appointments that are not voted on a poll at the meeting by a shareholder's appointed proxy will automatically default to the Chairman of the meeting, who is required to exercise the relevant votes as directed on the poll (subject to the other provisions of these notes, including the voting exclusions noted above).
- If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not provide a direction how to vote on a resolution, then the Chairman intends to exercise all available votes of the relevant shareholder in favour of the relevant resolution (subject to the other provisions of these notes, including the voting exclusions noted above).

- To be valid, proxy forms must be provided to the Company by one of the following four means and, in all cases, must be received by 10.30am (Melbourne time) on Tuesday, 23 October 2012:

**By Post:**

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

**By Hand:**

Link Market Services Limited  
Level 12, 680 George Street  
Sydney, NSW

**By Facsimile:**

+61 (0)2 9287 0309

**Online:**

[www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au) (by entering 'Newcrest' into the 'Issuer Name' field, selecting 'NCM-NEWCREST MINING LIMITED' from the drop down menu, entering the holding details as shown on your proxy form and then following the instructions provided to appoint a proxy).

**(c) Corporate representatives**

- A shareholder, or proxy, which is a corporation and entitled to vote at the meeting 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 be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

**(d) Attorneys**

- A shareholder entitled to attend and vote at the meeting is entitled to appoint an attorney to attend the meeting 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 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 forms.

**(e) Evidence of execution**

If a proxy form or appointment of corporate representative (or any other instrument) 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 Order of the Board



**Scott G. Langford**  
Company Secretary

Melbourne, Australia  
20 September 2012

## EXPLANATORY NOTES

### Item 1 – Financial and Other Reports

The Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the year ended 30 June 2012 are set out in the Company's Annual Report 2012. Shareholders can access a copy of the report from the Company's website ([www.newcrest.com.au](http://www.newcrest.com.au)).

No resolution is required on this item of business. However, the Chairman of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's Auditor, Ernst & Young, questions about its auditor's report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2012, the preparation and content of its auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.

Shareholders may submit written questions to Ernst & Young to be answered at the meeting, provided the question is relevant to the content of Ernst & Young's auditor's report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2012.

Written questions must be received no later than 5.00pm (Melbourne time) on Thursday, 18 October 2012.

Any written questions to Ernst & Young can be sent to the Company, marked to the attention of the Company Secretary, Level 9, 600 St Kilda Road, Melbourne VIC 3004, Facsimile: +61 (0)3 9521 3564.

### Item 2 – Election and Re-Election of Directors

Details of the candidates for election or re-election to the office of Director are set out below.

#### (a) Mr Gerard Michael Bond

Mr Bond joined the Company as Finance Director and Chief Financial Officer on 1 January 2012. He was appointed as an Executive Director on 8 February 2012. Mr Bond has 23 years' experience in the global financial and resources industry with BHP Billiton, Coopers & Lybrand and Price Waterhouse. Prior to joining Newcrest, Mr Bond was with BHP Billiton for over 14 years where he held a number of senior executive roles, including Deputy CFO of the Aluminium business, CFO and then Acting President of the Nickel business and most recently was BHP Billiton's Head of Group Human Resources. Mr Bond is a Chartered Accountant, a Fellow of the Financial Services Institute of Australia and an Alternate Director of the World Gold Council. Mr Bond is 44 years of age and lives in Melbourne.

The Board (other than Mr Bond) recommends that shareholders vote in favour of the election of Mr Bond.

#### (b) Mr Vince Gauci

Mr Gauci was appointed to the Board as a Non-Executive Director in December 2008. He is a member of the Safety, Health and Environment Committee and the Human Resources and Remuneration Committee. Mr Gauci is a mining engineer, has over 40 years' experience in the global mining industry and was formerly the Managing Director of MIM Holdings Limited. He is Chairman of the Broken Hill Community Foundation, a former Chairman of Runge Limited and a former Director of Liantown Resources Limited. He is 70 years of age and lives in Queensland.

The Board (other than Mr Gauci) recommends that shareholders vote in favour of the re-election of Mr Gauci.

### Item 3 – Adoption of Remuneration Report

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for Directors, senior executives and other key management personnel of the Company. It includes information on the elements of remuneration that are performance based, the performance hurdles that apply and the methodology used to assess satisfaction of those performance hurdles. A copy of the report for the year ended 30 June 2012 is set out on pages 55 to 69 inclusive of the Company's 2012 Annual Report, which is available on the Company's website ([www.newcrest.com.au](http://www.newcrest.com.au)).

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. While the Corporations Act requires the resolution proposed on item 3 to be put to the vote, the vote on this item is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders vote in favour of the resolution proposed on item 3.

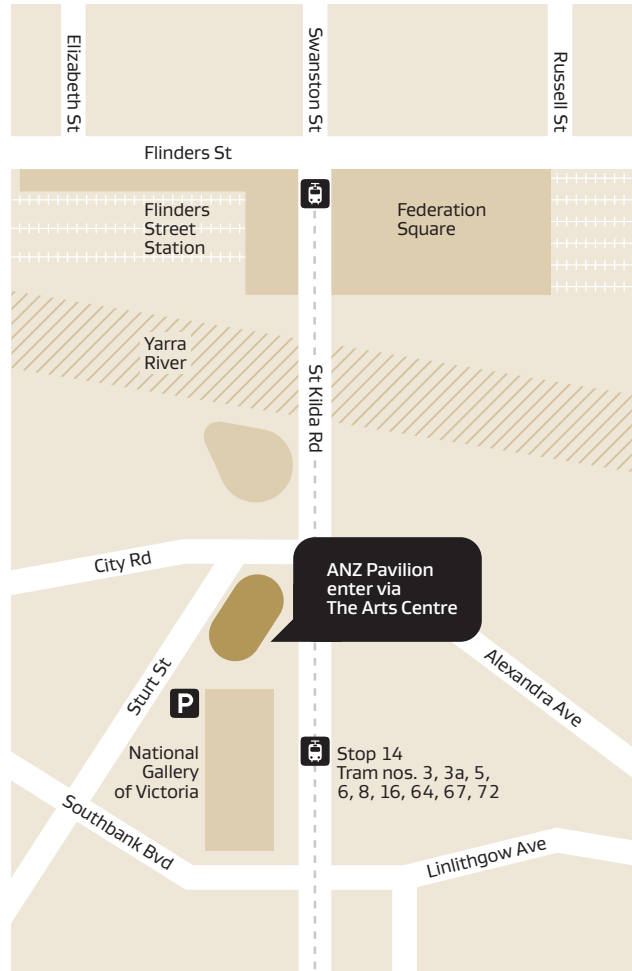
As noted above, the Chairman of the meeting will not be able to exercise any votes as proxy on the resolution proposed on this item unless the relevant proxy appointment directs him how to vote on that resolution or gives the Chairman express authority to vote as the Chairman decides.

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### Location of the Meeting

#### Newcrest Mining Limited Annual General Meeting

<b>VENUE</b>	ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne
<b>DATE</b>	Thursday, 25 October 2012
<b>TIME</b>	10.30am (Melbourne time)







For personal use only



**Newcrest Mining Limited**



Mail:  
Newcrest Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



Fax: +61 (0)2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 (0)2 8280 7111



X99999999999

### SHAREHOLDER VOTING FORM

I/We being a member(s) of Newcrest Mining Limited and entitled to attend and vote hereby appoint:

#### STEP 1

#### APPOINT A PROXY

the Chairman  
of the Meeting  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Important note: Exercise of proxies by the Chairman for Item 3.

Or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am (Melbourne time) on Thursday, 25 October 2012, at the ANZ Pavilion, The Arts Centre, 100 St Kilda Road, Melbourne and at any adjournment or postponement of the meeting. Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Item 3 below (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 10:30am on Tuesday 23 October 2012.

Please read the voting instructions overleaf before marking any boxes with an .

#### STEP 2

#### VOTING DIRECTIONS

	For	Against	Abstain*
<b>Item 2</b>			
(a) Election of Mr Gerard Michael Bond as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Re-election of Mr Vince Gauci as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3</b>			
Adoption of Remuneration Report (advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

#### STEP 3

#### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

NCM PRX201R



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy by default.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses to the extent they are permitted to do so. If you mark more than one box on an item your vote on that item will be invalid.

If you have appointed the Chairman of the Meeting as your proxy and have not directed him how to vote, you will have provided the Chairman of the Meeting express authority to vote your undirected proxy in accordance with the voting intentions contained in the Notice of Meeting and on this form.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 23 October 2012**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE** >

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Newcrest Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 (0)2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.