

ASX Announcement

Ruralco Holdings Limited (“Ruralco”) (ASX: RHL)

13 September 2019

Scheme of arrangement becomes effective

Further to its announcement on Thursday, 12 September 2019, Ruralco is pleased to announce that it has lodged with the Australian Securities and Investments Commission (**ASIC**) the orders of the Federal Court of Australia (**Court**) approving the scheme of arrangement between Ruralco and its shareholders, pursuant to which Agrium Australia Pty Ltd (a wholly-owned subsidiary of Nutrien Ltd and related body corporate of Landmark Operations Limited) will acquire all of the shares on issue in Ruralco (**Scheme**).

As a result, the Scheme is now legally effective. A copy of the Court orders approving the Scheme is **attached** to this announcement.

It is expected that trading in Ruralco’s shares on ASX will be suspended from close of trading today.

The Scheme is expected to be implemented on Monday, 30 September 2019.

For further information:

Shareholder Information Line

1300 171 805 (within Australia)
+61 3 9415 4124 (outside Australia)
from 8.30am to 5.00pm (Sydney time)

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Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD780/2019

RURALCO HOLDINGS LTD

Plaintiff

ORDER

JUDGE: JUSTICE FARRELL


DATE OF ORDER: 12 September 2019

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the *Corporations Act 2001* (Cth), the scheme of arrangement between Ruralco Holdings Limited (ACN 009 660 879) (**Ruralco**) and holders of fully paid ordinary shares in Ruralco in the form set out in Exhibit A be approved.
2. Pursuant to s 411(12) of the *Corporations Act*, Ruralco be exempted from compliance with s 411(11) of the *Corporations Act*.
3. These orders be entered forthwith.

Date that entry is stamped: 12 September 2019


Registrar