

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	NUFARM LIMITED
ABN	37 091 323 312

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	DOUGLAS JOHN RATHBONE
Date of last notice	29/09/14

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Change in number of Performance Rights issued under the Company's Long Term Incentive Plan (LTIP)
Date of change	1 October 2014
No. of securities held prior to change	<p>Indirect</p> <ul style="list-style-type: none"> • Falls Creek No.2 P/L 2,854,288 Ord Shares • Ann Rathbone (spouse) 65,784 Ord Shares • Darren Rathbone (Son) 18,252 Ord Shares • Bradley Rathbone (Son) 11,043 Ord Shares • Matthew Rathbone (Son) 17,909 Ord Shares • Fruitful Superannuation Pty Ltd 52,141 Ord Shares and 1,000 NSS • Dennis Rathbone (Father) 10,000 Ord Shares • Graeme Rathbone (Brother) 6,840 Ord Shares • Sadie Rathbone (Mother) 10,000 Ord Shares • Susan Rathbone (Sister-in-law) 6,311 Ord Shares • CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan 312,173 Ord Shares • Grapefull Pty Ltd 9,500 Ord Shares and 500 NSS

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	Direct 312,173 Ord Shares 485,912 unquoted Performance Rights
Class	Unquoted Performance Rights
Number acquired	Nil
Number disposed	Nil. Refer to nature of change below for further information
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<p>Indirect</p> <ul style="list-style-type: none"> • Falls Creek No.2 P/L 2,854,288 Ord Shares • Ann Rathbone (spouse) 65,784 Ord Shares • Darren Rathbone (Son) 18,252 Ord Shares • Bradley Rathbone (Son) 11,043 Ord Shares • Matthew Rathbone (Son) 17,909 Ord Shares • Fruitful Superannuation Pty Ltd 52,141 Ord Shares and 1,000 NSS • Dennis Rathbone (Father) 10,000 Ord Shares • Graeme Rathbone (Brother) 6,840 Ord Shares • Sadie Rathbone (Mother) 10,000 Ord Shares • Susan Rathbone (Sister-in-law) 6,311 Ord Shares • CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan 312,173 Ord Shares • Grapefull Pty Ltd 9,500 Ord Shares and 500 NSS <p>Direct Douglas John Rathbone 312,173 Ord Shares and 305,163 unquoted Performance Rights</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	180,749 unquoted Performance Rights issued pursuant to the rules of the Company's LTIP have not vested and in accordance with the terms of the LTIP rules have lapsed.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Mr Rathbone's remuneration is governed by his service contract. The terms of the contract provide for, among other things, the issue of rights under the Company's LTIP. Details of directors' remuneration are set out in the Company's remuneration report
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Nature of interest	<p>Rights granted in accordance with Mr Rathbone's service contract and under the terms of the Company's LTIP ("Rights"). These Rights, subject to meeting performance, continued employment and other conditions determined by the Board in accordance with the service contract and the rules of the LTIP, may become a right to shares of the Company at a later date.</p> <p>Whether the Rights will become rights to shares will depend on (1) the achievement of ROFE and TSR performance hurdles set out in the Company's Remuneration Report. 50% of the LTIP will vest subject to the achievement of a relative TSR performance hurdle measured against a selected group of comparator companies. The remaining 50% of the LTIP will vest subject to the 3 year average of an absolute ROFE target and (2) whether the Board determines that the Rights are to be satisfied by cash or an allocation of shares. These Rights do not give Mr Rathbone any present right to receive shares in the Company, or any present right or power to exercise, or control the exercise of, any voting or disposal power in respect of shares.</p>
Name of registered holder (if issued securities)	Not applicable
Date of change	1 October 2014
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	172,399 Rights
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Provision of services under service contract. The value of Mr Rathbone's LTIP is \$ 835,459.
Interest after change	Direct interest in 172,399 Rights issued in accordance with the terms of Mr Rathbone's service contract and the terms of the Company's LTIP

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	

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If prior written clearance was provided, on what date was this provided?	
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