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nufarm.com

Nufarm Finance ASX Announcement

We attach

28 October 2015

- 1) A copy of the NFN 2015 Annual Report, and
- 2) A copy of a S209 Notice to be sent to holders of Nufarm Step-Up Securities.
- 3) A copy of a Receiving Securityholder Communications Notice to be sent to holders of Nufarm Step-Up Securities.

R Heath Nufarm Finance (NZ) Limited

Grow a better tomorrow.

Annual Report

For the year ended 31 July 2015



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List of abbreviations

ASX	Australian Stock Exchange
FMC	Financial Markets Conduct
IFRS	International Financial Reporting Standards
NSS	Nufarm Step-up Securities
Nufarm	Nufarm Limited
Nufarm Finance	Nufarm Finance (NZ) Limited
Nufarm Group	Nufarm Limited and subsidiaries
Nufarm Holdings	Nufarm Holdings (NZ) Limited
NZ GAAP	New Zealand Generally Accepted Accounting Practice
NZ IFRS	New Zealand equivalents to International Financial Reporting Standards
NZDX	New Zealand Stock Exchange Debt Market
NZX	New Zealand Stock Exchange
The Company	Nufarm Finance (NZ) Limited
\$	AUD

Directors' Report

The directors of the Company have pleasure in submitting their report in respect of the financial year ended 31 July 2015.

Principal Activities

Nufarm Finance (NZ) Limited acts as a financing company for the Nufarm Group.

NZX waivers

The Company was granted a waiver by NZX Regulation from the requirement under NZX Listing Rule 10.5.2 to provide half-yearly reports on the condition that:

(a) the Company announced to the market that a half-yearly report for the Company will not be supplied and the reasons for that; the Company made this announcement to the market on 22 March 2007;

(b) the Company continues to exist with no other substantive business except as a financing company for the Nufarm group; and

(c) that NZX receives Nufarm Limited's half-yearly and full year reports and the Company's full year report and those reports are made available to all Nufarm Step Up Securities holders in accordance with NZX Listing Rule 10.5.2B.

Results

The net profit attributable to members of the Company for the 12 months to 31 July 2015 is \$12,951,731. The comparable figure for the 12 months to 31 July 2014 was a net profit of \$9,668,244

For and on behalf of the Board

B K Sutherland Director

WB Goodfellow Director

Date: 23.09.2015

	Company directory
Nature of Business	To act as a financing company for the Nufarm Group. The Company has 2,510,000 Nufarm Step-up Securities issued, and is a listed debt issuer on the NZDX.
Credit rating	Nufarm Limited has a credit rating of BB issued by S&P.
Registered Office	6 Manu Street Otahuhu, AUCKLAND Telephone: 09 270 4150 Facsimile: 09 270 4159
Incorporation Number	107147
Directors	Dr W B Goodfellow Mr B K Sutherland Mr P A Binfield (appointed 5 February 2015) Mr D J Rathbone (ceased 4 February 2015) Mr K M Hoggard (ceased 4 February 2015) Directors' Fees were not paid by Nufarm Finance (NZ) Limited.
Directors Interest	MR B K Sutherland - Nil Mr P A Binfield - Nil Dr W B Goodfellow held a non-beneficial interest in 47,723 and a beneficial interest in 700 Nufarm Step-up Securities at balance date. At the date of his resignation Mr D J Rathbone held a non-beneficial interest in 1,000 and a beneficial interest in 500 Nufarm Step-up Securities.
Parent Company	Nufarm Limited
Auditor	KPMG
Bank	Bank of New Zealand
Solicitor	Dawson Harford & Partners

Distribution of Nufarm Step-up Securities Holders and Nufarm Step-up Securities as at 31 July 2015

Size of Holding				
	Number of Secu	rity Holders	Number	of Securities
1-99	446	14.7%	31,520) 1.3%
100-999	2,314	76.2%	703,483	3 28.0%
1,000-4,999	232	7.6%	389,861	l 15.5%
5,000-9,999	21	0.7%	145,172	2 5.8%
10,000+	25	0.8%	1,239,964	49.4%
	3,038	100.0%	2,510,000) 100.0%
Geographic distribution:				
New Zealand	1,298	42.7%	656,152	2 26.1%
Australia	1,725	56.8%	1,842,782	2 73.5%
Rest of World	15	0.5%	11,066	5 0.4%
	3,038	100.0%	2,510,000	0 100.0%

Corporate Governance

The Company recognises its responsibilities to comply with appropriate corporate governance standards and guidelines, including those set out by the New Zealand Securities Commission, ASX, NZX and NZDX.

As a wholly owned subsidiary of Nufarm a company registered in Australia and listed on the ASX, the Company fully complies with the corporate governance practices of Nufarm. A copy of Nufarm's corporate governance practices are disclosed in full in its annual report and are also available to Nufarm Step-up Securities Holders on Nufarm's website at http://www.nufarm.com/CorporateGovernance.

The Board of the Company includes the CFO and a Director of the Nufarm Group. The directors of the Company believe that the overarching governance procedures of Nufarm provides an appropriate basis for ensuring the company meets its fiduciary obligations to the Nufarm Step-Up Securities holders.



Independent auditor's report

To the shareholders of Nufarm Finance (NZ) Limited

We have audited the accompanying financial statements of Nufarm Finance (NZ) Limited ("the company") on pages 7 to 27. The financial statements comprise the statement of financial position as at 31 July 2015, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

This report is made solely to the shareholders as a body. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in the auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company's shareholders as a body, for our audit work, this report or any of the opinions we have formed.

Directors' responsibility for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the company.



Opinion

In our opinion, the financial statements on pages 7 to 27 comply with generally accepted accounting practice in New Zealand and present fairly, in all material respects, the financial position of Nufarm Finance (NZ) Limited as at 31 July 2015 and its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

KPMb.

23 September 2015 Auckland

Statement of comprehensive income

For the period ended 31 July 2015

	Note	2015 \$AUD	2014 \$AUD
Operating expenses		(347,914)	(237,162)
Finance income	6	18,463,838	16,077,522
Finance expense	7	(173,243)	(165,981)
Net finance income		18,290,595	15,911,541
Profit before income tax	_	17,942,681	15,674,379
Income tax expense	8	(4,990,950)	(6,006,135)
Profit for the period	_	12,951,731	9,668,244
Other comprehensive income for the period, net of income tax	F —		
Total comprehensive income for the period attributable to the parent	_	12,951,731	9,668,244
Earnings per share Basic & Diluted earnings per share (cents)	13	129.5	96.7

The Statement of comprehensive income is to be read in conjunction with the attached notes.

Statement of financial position

As at 31 July 2015

	Note	2015 \$AUD	2014 \$AUD
Assets			
Related parties - receivables	10	258,196,951	226,145,491
Deferred tax asset	9	2,292,705	4,370,065
Total non-current assets		260,489,656	230,515,556
Cash and cash equivalents	11	48,258	811,299
Related parties - receivables	10	1,486,884	1,362,397
Income tax receivable		4,727	10,829
Total current assets		1,539,869	2,184,525
Total assets		262,029,525	232,700,081
Equity			
Share capital	12	9,984,530	9,984,530
Retained earnings Total equity attributable to ordinary		(23,630,345)	(24,321,164)
shareholders		(13,645,815)	(14,336,634)
Nufarm Step-up Securities	12	246,932,148	246,932,148
Total equity		233,286,333	232,595,514
Liabilities			
Related parties - payables	10	28,000,000	
Total non-current liabilities		28,000,000	-
Payables - other		73,948	74,838
Related parties - payables	10	669,244	29,729
Total current liabilities		743,192	104,567
Total liabilities		28,743,192	104,567
Total equity and liabilities		262,029,525	232,700,081

The statement of financial position is to be read in conjunction with the attached notes.

Statement of cash flows

For the period ended 31 July 2015

	Note	2015 \$AUD	2014 \$AUD
Cash flows from operating activities			
Payments to suppliers		(348,804)	(256,828)
Interest received		16,296,011	18,916,560
Taxation paid		(238,845)	(376,594)
Net cash from operating activities	16	15,708,362	18,283,138
Cash flows from financing activities			
Nufarm Step Securities distribution		(16,688,840)	(16,905,343)
Related Party Loans - repaid/(advanced)		217,437	(5,530,518)
Net cash used in financing activities	-	(16,471,403)	(22,435,861)
Net increase/(decrease) in cash and cash equivalents		(763,041)	(4,152,723)
Opening cash and cash equivalents		811,299	4,964,022
Cash and cash equivalents at 31 July	11	48,258	811,299

The statement of cash flows is to be read in conjunction with the attached notes.

Statement of changes in equity

For the year ended 31 July 2015

	Share capital	Retained earnings	Total equity attributable to ordinary shareholders	Nufarm Step-up securities	Total equity
	ŚAUD	\$AUD	\$AUD	\$AUD	\$AUD
2014			1		
Balance at 1 August 2013	9,984,530	(21,620,472)	(11,635,942)	246,932,148	235,296,206
Comprehensive income for the year					
Profit or loss	-	9,668,244	9,668,244	-	9,668,244
Other comprehensive income	-	-	-	-	
Total comprehensive income for the year	-	9,668,244	9,668,244	-	9,668,244
Nufarm Step-up Securities distribution Tax effect of Nufarm Step-up	-	(16,905,343)	(16,905,343)	-	(16,905,343
Securities distribution	-	4,536,407	4,536,407	-	4,536,407
Balance at 31 July 2014	9,984,530	(24,321,164)	(14,336,634)	246,932,148	232,595,514
2015					
Balance at 1 August 2014	9,984,530	(24,321,164)	(14,336,634)	246,932,148	232,595,51
Comprehensive income for the year					
Profit or loss	-	12,951,731	12,951,731	-	12,951,73
Other comprehensive income	-	-	-	-	
Total comprehensive income for the year		12,951,731	12,951,731	-	12,951,73
Nufarm Step-up Securities distribution Tax effect of Nufarm Step-up	-	(16,688,840)	(16,688,840)	-	(16,688,84
Securities distribution	-	4,427,928	4,427,928	-	4,427,92
Balance at 31 July 2015	9,984,530	(23,630,345)	(13,645,815)	246,932,148	233,286,33

The statement of changes in equity is to be read in conjunction with the attached notes.

Notes to the financial statements

For the period ended 31 July 2015

1 Reporting entity

The Company is a company incorporated and domiciled in New Zealand. The Company is registered under the Companies Act 1993 and has debt instruments listed on the Australian Stock Exchange (ASX) and the debt exchange of the New Zealand Stock Exchange (NZDX). The Company is an FMC Reporting Entity in terms of the Financial Markets Conduct Act 2013, and the financial statements have been prepared in accordance with the requirements of that Act and the Financial Reporting Act 2013.

The financial statements of the Company are for the year ended 31 July 2015.

The Company acts as a financing company for the Nufarm Group.

The parent and ultimate parent is Nufarm Limited, an Australian registered and listed company.

2 Basis of Preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with NZ GAAP. They comply with NZ IFRS and other applicable Financial Reporting Standards, as appropriate for Tier 1 for-profit entities. The financial statements also comply with IFRS.

The financial statements were authorised for issue by the directors on 23 September 2015.

(b) Basis of measurement

The financial statements are prepared on the historical cost basis. The methods used to measure fair values are discussed further in note 4.

This financial report of the Company and the Nufarm Group have been prepared on a going concern basis, which assumes the realisation of assets and extinguishment of liabilities in the ordinary course of business.

The going concern basis is considered appropriate by the Directors having regard to the Nufarm Group's access to appropriate lines of credit to support the Nufarm Group's working capital and general corporate financing requirements. Refer to note 15 for further discussion regarding liquidity risk.

(c) Functional currency and presentation currency

The financial statements are presented in AUD, which is the Company's functional currency.

Notes to the financial statement

For the period ended 31 July 2015

2 Basis of preparation (continued)

(d) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that effect the application of policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant impact on the amount recognised in the financial statements are described below.

(i) Income taxes

The Company is subject to income taxes in New Zealand. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. The assessment of probability involves estimation of a number of factors including future taxable income.

3 Significant accounting policies

Except as described immediately below, the Company's accounting policies have been applied consistently to all periods presented in these financial statements.

During the current reporting period, a number of new or amended standards became applicable for the first time: IFRIC21 Levies, Annual Improvements to IFRSs 2010-2012 and 2011-2013 Cycle and Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39). These standards did not materially effect the entity's accounting policies or any of the amounts recognised in the financial statements.

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2015, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the consolidated financial statements of the Group, except for IFRS 9 Financial Instruments, which becomes mandatory for the group's 2019 consolidated financial statements and IFRS 15 Revenue from contracts with customers, which becomes mandatory for 2018 consolidated financial statements. IFRS 9 could change the classification and measurement of financial assets and IFRS 15 could change revenue recognition practices. The group does not currently plan to adopt these standards early and the extent of the impact (if any) has not been determined.

(a) Foreign currency

Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign currency differences arising on retranslation are recognised in the profit or loss.

Notes to the financial statement

For the period ended 31 July 2015

3 Significant accounting policies (continued)

(b) Financial Instruments

(i) Non-derivative financial assets

The company initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the company becomes a party to the contractual provisions of the instrument.

The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has the legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

The company has classified non-derivative financial assets as loans and receivables and included the following accounts.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade and other receivables.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances.

(ii) Non-derivative financial liabilities

The company initially recognises debt securities and subordinated liabilities on the date they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date at which the company becomes a party to the contractual provisions of the instrument. The company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has the legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

The company has classified non-derivative financial liabilities as loans and other payables. Such nonderivative financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest rate method.

Notes to the financial statement

For the period ended 31 July 2015

3 Significant accounting policies (continued)

(b) Financial Instruments (continued)

(iii) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any related income tax benefit. Dividends on ordinary shares are recognised as a liability in the period in which they are declared.

Hybrid securities

The NSS are classified as equity instruments. After-tax distributions thereon are recognised as distributions within equity.

The NSS are perpetual step up securities. Distributions on the NSS are at the discretion of the directors and are at a floating rate, unfranked, non-cumulative and subordinated. However, distributions of profits and capital by Nufarm Limited are restricted if distributions to NSS holders are not made, until such time that Nufarm Finance (NZ) Limited makes up the arrears. Further details can be found in note 12 Share capital and reserves.

(c) Impairment

(i) Non-derivative financial assets

A financial asset, not carried at fair value through profit or loss, is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence of impairment includes default or deliquency by a debtor, indications that a debtor will enter bankruptcy, and, in the case of an investment in an equity security, a significant or prolonged decline in its fair value.

(d) Provisions

A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(e) Finance income and finance expenses

Finance income comprises interest income on funds invested, changes in the fair value of financial assets at fair value through profit or loss, and gains on hedging instruments that are recognised in profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Finance expenses comprise interest expense on borrowings, transaction costs, unwinding of the discount on provisions, changes in the fair value of financial assets classified as fair value through profit or loss, dividends on preference shares classified as liabilities, impairment losses recognised on financial assets and losses on hedging instruments that are recognised in profit or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest rate method.

Notes to the financial statement

For the period ended 31 July 2015

3 Significant accounting policies (continued)

(f) Income tax

Income tax expense comprises current and deferred tax. Current and deferred taxes are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they will probably not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets or a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(g) Earnings per share

The company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all potential dilutive ordinary shares, which comprise convertible notes.

Notes to the financial statement

For the period ended 31 July 2015

4 Determination of fair values

A number of the group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

(ii) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

5 Segment reporting

The Company acts as a financing company for the Nufarm Group. It operates solely within the financing industry in New Zealand. It is listed in both Australia and New Zealand as the Nufarm Stepup Securities were issued to holders in both countries. _

Notes to the financial statements (continued)

For the period ended 31 July 2015

			2015 \$AUD	2014 \$AUD
6	Finance income Interest income from loans to group entities Other interest income Realised gain on foreign currency denominated assets Unrealised gain on foreign currency denominated assets	10	16,127,175 18,753 274,570 2,043,340 18,463,838	15,867,969 48,401 161,152 - 16,077,522
7	Finance expense Interest expense from loans from group entities Unrealised foreign exchange loss	10	(173,243) - (173,243)	
8	Income tax Current tax expense Current tax expense	_		
	Deferred tax expense Origination and reversal of temporary differences Adjustments for prior years	-	4,990,950	4,568,178 1,437,957
	Income tax expense recognised in statement of comprehensive income	-	4,990,950	6,006,135
	Tax expense/(benefit) recognised directly in equity Tax benefit of NSS distribution	-	(4,427,928) (4,427,928)	(4,536,407) (4,536,407)
	Reconciliation of effective tax rate Profit before tax Income tax at company rate 28% Adjustments for prior years Other adjustments Income tax expense recognised in statement of comprehensive income	-	17,942,681 5,023,951 - (33,001) 4,990,950	15,674,379 4,388,826 1,437,957 179,352 6,006,135

The Company has imputation credits available for use in subsequent reporting periods of \$1,330,330 at 31 July 2015 (2014: \$1,346,277).

Notes to the financial statements (continued)

For the period ended 31 July 2015

9 Deferred tax assets

Recognised deferred tax assets and liabilities

Deferred tax assets are attributable to the following items:

	Assets		
	2015	2014	
	\$AUD	\$AUD	
Tax loss carry-forwards	2,292,705	4,370,065	
Deferred tax assets	2,292,705	4,370,065	

The Company has no deferred tax liabilities.

Tax losses have been recognised on the basis of forecasted operating earnings of the Nufarm Limited New Zealand companies and as management consider it probable that future profits will be available against which they can be utilised. There are no unrecognised tax losses as at 31 July 2015.

Movement in temporary differences during the year

	Balance 1-Aug-14 \$AUD	Recognised in profit or loss \$AUD	Transfers to group companies \$AUD	Adjustments to NZD Tax Benefit \$AUD	Recognised in equity \$AUD	Balance 31-Jul-15 \$AUD
Tax loss carry-forwards	4,370,065	(4,990,950)	(1,855,558)	341,220	4,427,928	2,292,705
Deferred tax assets	4,370,065	(4,990,950)	(1,855,558)	341,220	4,427,928	2,292,705
	Balance 1-Aug-13 \$AUD	Recognised in profit or loss \$AUD	Transfers to group companies \$AUD	Adjustments to NZD Tax Benefit \$AUD	Recognised in equity \$AUD	Balance 31-Jul-14 \$AUD
Tax loss carry-forwards	7,936,703	(6,006,135)	(2,489,433)	392,523	4,536,407	4,370,065
Deferred tax assets	7,936,703	(6,006,135)	(2,489,433)	392,523	4,536,407	4,370,065

Notes to the financial statements (continued)

For the period ended 31 July 2015

10 Related parties

Nufarm, an Australian registered and listed company, is the Company's ultimate parent. The company had the following related party transaction during, and as at, the year ended 31 July 2015:

Name of related party	Type of transaction	Amount of tran 2015	saction \$AUD 2014
Nufarm Limited (NZ Branch)#	Expenses / Management Fee	142,443	128,874
Croplands Equipment Ltd#	Interest Income	38,523	118,086
Nufarm Holdings (NZ) Ltd^	Interest Income	2,367,143	1,859,266
Nufarm Holdings (SAS) Ltd^#	Interest Income	13,721,509	13,890,617
Nufarm NZ Ltd^	Interest Expense	173,243	-
		2015	2014
	Relationship of party	\$AUD	\$AUD
Related party receivables			
Non current			
Croplands Equipment Ltd#	Subsidary of Nufarm Holdings	-	818,420
Nufarm Holdings (NZ) Ltd^	Subsidary of Nufarm	62,457,411	31,700,277
Nufarm Holdings (SAS) Ltd^*	Subsidary of Nufarm	195,739,540	193,626,794
		258,196,951	226,145,491
Current			
Croplands Equipment Ltd#	Subsidary of Nufarm Holdings		5,158
Nufarm Holdings (NZ) Ltd^	Subsidiary of Nufarm	379,560	183,124
Nufarm Holdings (SAS) Ltd^*	Subsidiary of Nufarm	1,107,324	1,174,115
		1,486,884	1,362,397
		_,,	_/ / /
Related party payable			
Non current			
Nufarm NZ Ltd [^]	Subsidary of Nufarm Holdings	(28,000,000)	-
		(28,000,000)	-
Current			
Nufarm NZ Ltd^	Subsidary of Nufarm Holdings	(173,243)	
	Branch office of Nufarm	,	(20, 720)
Nufarm Limited (NZ Branch)	branch once of Nutarm	(496,001)	(29,729)
		(669,244)	(29,729)

The nature of the relationship with the related parties is they are other group companies.

The above related party transactions and balances at year end are denominated in the following currencies: $^=AUD$, $^=USD$, $^=USD$, $^=NZD$

The Nufarm Holdings (SAS) non current and current receivable includes a portion denominated in USD, the remaining balance is denominated in AUD. As at 31 July 2015 the non current portion was USD \$7,329,724 valued at AUD \$9,994,170 (2014: USD \$7,329,724 valued at AUD \$7,881,424) the current portion is USD \$24,008 valued at AUD \$32,735 (2014: USD \$24,338 valued at AUD \$25,169)

Nufarm Limited (NZ Branch) current related party payable above is dominated in NZD, as at 31 July 2015 it was NZD \$549,073 valued at AUD \$496,001 (2014: NZD \$32,524 valued at AUD \$29,729)

The Company has completed the following transactions with Nufarm Limited (NZ Branch):

- Audit fees of \$48,000 were paid on behalf of the Company (2014: \$36,000).

- The Company paid \$94,443 (2014: \$92,874) fees for accounting and administrative services.

Notes to the financial statements (continued)

For the period ended 31 July 2015

10 Related parties (continued)

The Company did not incur any expenses in relation to key management personnel. Those expenses are incurred by the Nufarm Limited and disclosed in full in the Nufarm Limited financial statements which are publicly available. There were no other transactions with related parties other than disclosed.

11 Cash and cash equivalents

	2015	2014
	\$AUD	\$AUD
Bank balances	48,258	811,299
	48,258	811,299

(\$92,603) of the above balance is denominated in NZD (2014: \$744,859).

The Company NZD bank account is grouped under the Bank of New Zealand Set-Off Deed. Under this arrangement the NZD bank accounts of, Nufarm Ltd (NZ Branch), Croplands Equipment Ltd and Nufarm Finance are offset, with the net funds being placed on call. The Company AUD bank account interest rate is dependent on the daily account balance. At 31 July 2015 the rate was 0.87% on \$77,777 (2014: 0% on \$3,074).

12 Equity

		Ordinary	shares
(a)	Share capital	2015	2014
	On issue and fully paid at 31 July	10,000,000	10,000,000

All shares are fully paid and have no par value.

Nufarm Limited, an Australian registered company, is the parent and ultimate parent entity. Nufarm Limited holds 100% of the shares of the company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time. All shares on winding up, share equally in both dividends and surplus or deficit.

No dividends to the ordinary shareholders were declared in the current year (2014: Nil).

(b) Nufarm Step-up Securities

In the year ended 31 July 2007, the company issued a hybrid security called Nufarm Step-up Securities (NSS). The NSS are perpetual step up securities and on 24 November 2006, 2,510,000 NSS were allotted at an issue price of \$100 per security raising \$251 million. The NSS are listed on the ASX under the code 'NFNG' and on the NZDX under the code 'NFFHA'. The after-tax costs associated with the issue of the NSS, totalling \$4.1 million, were deducted from the proceeds.

Notes to the financial statements (continued)

For the period ended 31 July 2015

12 Equity (continued)

(b) Nufarm Step-up Securities (continued)

Distributions on the NSS are at the discretion of the directors and are at a floating rate, unfranked, non-cumulative and subordinated. However, distributions of profits and capital by Nufarm Limited are curtailed if distributions to NSS holders are not made, until such time that Nufarm Finance (NZ) Limited makes up the arrears. The first distribution date for the NSS was 16 April 2007 and on a sixmonthly basis after this date. The floating rate is the average mid-rate for Australian denominated bills with a term of six months plus a margin of 3.9% (2014: 3.9%). On 24 November 2011, Nufarm "stepped-up" the NSS which resulted in the interest margin attached to the NSS being stepped up by 2.0 per cent, with the new interest margin being set at 3.9 per cent. No other terms were adjusted and there are no further step-up dates. Nufarm retains the right to redeem or exchange the NSS on future distribution dates.

The NSS are considered an equity instrument as the Company has no present contractual obligation to deliver cash or another financial asset to the holder of the security. The step up feature does not of itself establish a contractual obligation to pay the distributions or to call the security.

Distributions

Distributions recognised in the current year on the NSS are:

	Distribution rate	Total amount	Payment date
2015			
Distribution	6.64%	8,349,545	15-Apr-15
Distribution	6.63%	8,339,295	15-Oct-14
Total		16,688,840	
2014			
Distribution	6.52%	8,156,050	15-Apr-14
Distribution	6.95%	8,749,293	15-Oct-13
Total		16,905,343	

All distributions payable on the Nufarm Step-up securities have been paid.

13 Earnings per share

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share at 31 July 2015 was based on the profit attributable to ordinary shareholders of \$12,951,731 (2014: \$9,668,244) and a weighted number of ordinary shares outstanding of 10,000,000 (2014: 10,000,000), calculated as follows:

Profit attributable to ordinary shareholders

	2015 \$AUD	2014 \$AUD
Net profit/(loss) for the period Net profit/(loss) attributable to	12,951,731	9,668,244
ordinary shareholders	12,951,731	9,668,244

Notes to the financial statements (continued)

For the period ended 31 July 2015

13 Earnings per share (continued)

Weighted number of ordinary shares

	Ordinary shares		
	2015	2014	
On issue and fully paid at 31 July	10,000,000	10,000,000	

The company may elect to redeem the NSS for a number of ordinary shares in Nufarm Limited, the parent company, an Australian registered and listed company. This election would therefore not result in a dilutive impact on the number of ordinary shares issued in the Company.

Earnings per share	2015	2014
Basic & Diluted earnings per share (cents)	129.5	96.7

The company has assessed the nature of the NSS distribution and concluded they are antidilutive.

14 Contingent liabilities

The Company is one of the guarantors of Nufarm Limited's \$540 million senior secured syndicated bank facility (SFA) and would be obliged, along with other guarantors, to make payment on the SFA in the unlikely event of a default by one of the borrowers.

On 8 October 2012 the Nufarm Group successfully executed the offer of US \$325 million senior unsecured notes offering due in October 2019 (the "Notes"). The Company is one of the guarantors of the senior unsecured notes.

Further details about the SFA and the Notes can be found in note 15c Financial instruments - liquidity risk.

15 Financial instruments

The Company's activities expose it to a variety of financial risks:

- (a) Market risk (including interest rate risk and currency risk),
- (b) Credit risk
- (c) Liquidity risk.

(a) Market Risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Interest Rate Risk

The distribution rate on the NSS is based on a floating rate of the average mid-rate for bills with a term of six months plus a margin of 3.90%.

Profile

At the reporting date the interest rate profile of the group and company's interest-bearing financial instruments was:

Variable rate instruments	2015	2014
Financial assets	258,196,951	226,145,491
Financial liabilities including NSS	(279,000,000)	(251,000,000)
	(20,803,049)	(24,854,509)

Notes to the financial statements (continued)

For the period ended 31 July 2015

15 Financial instruments (continued)

(a) Market Risks (continued)

Sensitivity analysis for variable rate instruments

The company does not hedge the exposures to interest rate risk on the cash and loan receivable balances. A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The sensitivity is calculated on the debt at 31 July 2015. This analysis is performed on the same basis for 2014.

	Profit or loss	
	100 bp increase	100 bp decrease
2015 Variable rate instruments	(149,782)	149,782
2014 Variable rate instruments	(186,065)	186,065

(ii) Foreign exchange risk

At 31 July 2015 the Company has exposure to NZD and USD, the financial effect of changes in foreign exchange rates on this exposure is outlined below.

			Profit o	r loss
		Spot Rate	AUD rise 1%	AUD drop 1%
NZD	1,988,952	1.107	(17,789)	18,149
USD	7,353,732	0.733	(99,276)	101,282
			(117,065)	119,431

(b) Credit Risk

Credit risk arises from cash, as well as loans and outstanding receivables to related parties. The related parties and the Company have Nufarm Limited, an Australian registered company, as their parent entity. The Company has credit policies in place and the exposure to credit risk is monitored on an ongoing basis.

The maximum exposure to credit risk is represented by the carrying value of each financial asset in the balance sheet. The carrying amounts of the Company's assets are reviewed at each balance date to determine whether there is any indication of impairment. The maximum exposure to credit risk at the reporting date was:

	Carrying Amount	
	2015	2014
	\$AUD	\$AUD
Loans receivable-related parties (non-current)	258,196,951	226,145,491
Receivables-related parties (current)	1,486,884	1,362,397
Cash and cash equivalents	48,258	811,299
	259,732,093	228,319,187

Notes to the financial statements (continued)

For the period ended 31 July 2015

15 Financial instruments (continued)

(c) Liquidity Risk

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

The company's liquidity is considered in the context of the Nufarm Group refer to the Nufarm 2015 annual report for further detail. Nufarm Group has the following financing facilities in place as at 31 July 2015.

On 23 August 2011, Nufarm executed a A\$300 million group trade receivables securitisation facility. Subsequent to execution, the facility limit was reduced to A\$250 million. On 13 June 2013 the facility limit was increased to A\$300 million. On 15 April 2015 a monthly facility limit was introduced to reflect the cyclical nature of the trade receivables being used to secure funding under the program. The monthly facility limit is set at A\$300 million for four months of the financial year; at A\$375 million for three months of the financial year; and at A\$225 million for five months of the financial year (2014: facility limit was A\$300m). The facility provides funding that aligns with the working capital cycle of the company.

On 8 October 2012, the group completed a US\$325 million Senior Unsecured Notes offering due in October 2019 (the "Notes").

On the 23 February 2015 the senior secured syndicated bank facility (SFA) was partially refinanced such that the total facility amount has increased to A\$540 million (2014: A\$530 million), of which A\$150 million is due in February 2018, A\$30 million is due in December 2017, A\$350 million is due in December 2016 and A\$10 million due in December 2015 (2014: A\$520 million due in December 2016, A\$10 million due in December 2014). The SFA is secured by assets in Australia, New Zealand and United States (2014: Australia, New Zealand and United States). The SFA includes covenants of a type normally associated with facilities of this kind, and the group was in compliance with these covenants throughout the financial year. The amount drawn down under the facility at 31 July 2015 is \$10 million (2014: \$51 million).

The majority of debt facilities that reside outside the Notes, the SFA and group trade receivables securitisation facility are regional working capital facilities, primarily located in Brazil and Europe, which at 31 July 2015 totalled A\$526 million (2014: A\$572 million).

At 31 July 2015, the group had access to debt of \$1,879 million (2014: \$1,743 million) under the Notes, SFA, group trade receivables securitisation facility and with other lenders.

A parent guarantee is provided to support working capital facilities in Europe, South America and the Notes.

The Company's largest liquidity exposure relates to the NSS security which is classified as equity. The liquidity risk is immaterial because it is largely offset by the related party receivables with a matching maturity date and distributions on the NSS security are at the discretion of the issuer. Refer to Note 12 for details.

All amounts relating to Other payables are due within the next six months.

Notes to the financial statements (continued)

For the period ended 31 July 2015

15 Financial instruments (continued)

Liquidity risk (continued)

The tables below present the Company's cash flows by remaining contractual maturities as at balance date.

2015	Within 6 months	More than 12 months	Total Contractual Cash Flows
	\$AUD	\$AUD	\$AUD
Non-derivative financial assets			
Cash and cash equivalents	48,258	-	48,258
Receivables - related parties	1,486,884	-	1,486,884
Loan receivable - related parties	-	258,196,951	258,196,951
Non-derivative financial liabilities			
Payables - other	(73,948)	-	(73,948)
Payables - related parties	(669,244)	-	(669,244)
Loan payable - related parties	-	(28,000,000)	-
	791,950	230,196,951	258,988,901

The Company has Nufarm Step up Securities of \$251 million (refer to note 12).

2014	Within 6 months	More than 12 months	Total Contractual Cash Flows
	\$AUD	\$AUD	\$AUD
Non-derivative financial assets			
Cash and cash equivalents	811,299	-	811,299
Receivables - related parties	1,362,397	-	1,362,397
Loan receivable - related parties	-	226,145,491	226,145,491
Non-derivative financial liabilities			
Payables - other	(74,838)	-	(74,838)
Payables - related parties	(29,729)	-	(29,729)
Loan payable - related parties	-	-	-
	2,069,129	226,145,491	228,214,620

Notes to the financial statements (continued)

For the period ended 31 July 2015

15 Financial instruments (continued)

Fair Valuation

All financial assets and financial liabilities, other than derivatives, are initially recognised at the fair value of consideration paid or received, net of transaction costs as appropriate, and subsequently carried at fair value or amortised cost as indicated below.

The carrying values of the financial assets and liabilities reflected in the tables below approximate their fair values.

	At fair value through profit and loss \$AUD	At amortised cost \$AUD	Carrying Value \$AUD	
2015	· · · · · · · · · · · · · · · · · · ·	·		
Assets as per statement of financial posit	ion			
Cash and Cash Equivalents	-	48,258	48,258	
Receivables - related parties	-	259,683,835	259,683,835	
Total	-	259,732,093	259,732,093	
		· · · · · ·		
Liabilities as per statement of financial position				
Account payables	-	73,948	73,948	
Payables - related parties	-	28,669,244	28,669,244	
Total	-	28,743,192	28,743,192	
2014				
Assets as per statement of financial posit	ion			
Cash and Cash Equivalents	-	811,299	811,299	
Receivables - related parties	-	227,507,888	227,507,888	
Total	-	228,319,187	228,319,187	
Liabilities as per statement of financial per	osition	74 020	74 020	
Account payables Payables - related parties	-	74,838	74,838	
Total		74,838	74,838	
		/ 1,050	7 1,000	

Fair Value Hierarchy

The Company does not have derivative financial instruments carried at fair value (2014: nil). As such, the fair value hierarchy table is not presented.

Loans and Receivables

Cash and cash equivalents and related party receivables are short term in nature and the related carrying value is equivalent to the fair value. Receivables - related parties and Payables - related parties are floating rate loans, therefore the carrying value is considered as a reasonable estimate of their fair value.

Notes to the financial statements (continued)

For the period ended 31 July 2015

15 Financial instruments (continued)

Other Financial Liabilities

All the balances under this classification are short term in nature and thus the related carrying values are equivalent to their fair value.

Capital Management

The Company's capital includes share capital, reserves, retained earnings and the Nufarm Step-up Securities. The Company is part of the Nufarm group, which is an Australian listed company. Nufarm's group policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company's capital management policies are reviewed regularly by the Directors. There have been no material changes in the Company's management of capital during the period.

16 Reconciliation of the profit for the period with the net cash flow from operating activities

	2015 \$AUD	2014 \$AUD
Profit for the period	12,951,731	9,668,244
Adjustments for: Unrealised foreign exchange loss / (gain) Income tax expense	(2,043,340) 4,990,950	165,981 6,006,135
Change in other payables Change in related party current receivable Change in related party loans Changes in tax balances	15,899,341 (890) (124,487) 173,243 (238,845)	15,840,360 (19,666) 2,759,930 79,108 (376,594)
Net cash from operating activities	15,708,362	18,283,138

17 Commitments

There were no commitments as at 31 July 2015 (2014: Nil).

18 Subsequent Events

The Company has evaluated the period after the balance date to 23 September 2015, which is the date that the financial statements were issued, and determined that there were no subsequent events or transactions that required recognition or disclosure in the financial statements.

Directors' declaration

In the opinion of the directors of Nufarm Finance (NZ) Limited, the financial statements and notes, on pages 7 to 27:

(a) comply with New Zealand generally accepted accounting principles and NZ IFRS and give a true and fair view of the Company as at 31 July 2015 and the results of its operations and cash flows for the year ended on that date; and

(b) have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

The directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Company and facilitate compliance of the financial statements with the Financial Reporting Act 2013.

The directors consider that they have taken adequate steps to safeguard the assets of the Company, and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as to the integrity and reliability of the financial statements.

The directors are pleased to present the financial statements of Nufarm Finance (NZ) Limited for the year ended 31 July 2015.

For and on behalf of the Board of Directors:

Dated at Auckland this 23rd day of September 2015

B K Sutherland Director

>

WB Goodfellow Director



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MR J D SMITH FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE NEW ZEALAND

Securityholder Number/CSN: 333333333

333333333

JOHN DAVID SMITH

RECEIVING QUOTED SECURITY HOLDER COMMUNICATIONS (209 Notice)

As a Nufarm Finance (NZ) Limited Quoted Security Holder you receive a number of communications from us. However, in accordance with the New Zealand Companies Act and NZSX Listing Rules, we will no longer automatically be mailing to you printed copies of the Annual Report or Half Year Report.

This year Nufarm Finance (NZ) Limited has decided not to take up the option to prepare a Concise Annual Report.

Nufarm Finance (NZ) Limited's and Nufarm Limited's Annual Reports for the year ended 31 July 2015 are now available on our website, and Nufarm Limited's Half Year Report for the six months ended 31 January 2016 will be available on our website around April 2016. You can obtain copies of these reports at <u>www.nufarm.com/annualreports</u>.

Notwithstanding that these reports are available electronically, you have the right to receive, on request and free of charge, a copy of the Nufarm Finance (NZ) Limited Annual Report prepared under the NZSX Listing Rules and the Nufarm Limited Annual Report and the next Half Year Report (when available).

If you wish to receive a copy of these reports, please mark the box below and return this form within 15 working days of receiving this form in the reply paid envelope.

If you have any questions about changing how you receive Quoted Security Holder communications, please contact Computershare via Investor Centre (<u>www.investorcentre.com/nz</u>), email <u>enquiry@computershare.co.nz</u> or phone +64 9 488 8777.

ELECTRONIC SECURITYHOLDER COMMUNICATIONS

You can elect to receive all security holder communications by email, by marking the appropriate box below and providing us with your email address. At the company's discretion, communications sent electronically may include the annual report, interim report, transaction statements, payment advices and any other company related information that Nufarm deems appropriate to send via electronic means.

We encourage all security holders to access our company communications electronically as this reduces costs and benefits the environment.

Electronic Securityholder Communications

By providing my email address below I am electing to receive all my security holder communications via email. This includes notifications by email (where offered) of dividend statements, transaction statements, notices of meeting, voting forms and annual reports and replaces any prior election I may have made:

Email address:



I would like to receive a printed copy of the Annual and Half Year Reports

Please mark this box with an 'X' if you wish to receive printed copies of Nufarm Finance (NZ) Limited's and Nufarm Limited's Annual Reports and Nufarm Limited's Half Year Report (when available) each year





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MR J D SMITH FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE NEW ZEALAND

Securityholder Number/CSN: 333333333

333333333

JOHN DAVID SMITH

RECEIVING SECURITYHOLDER COMMUNICATIONS

You have previously elected to receive printed copies of Nufarm Finance (NZ) Limited Annual Report and the Nufarm Limited Annual Report and Half Year Report. However, we want to make sure that we are sending you the level of information you would like to receive. Please complete the below if you no longer require printed copies of Annual Reports and Half Year Reports.

Nufarm Finance (NZ) Limited & Nufarm Limited Annual Reports for the year ended 31 July 2015 are now available on our website, and the Nufarm Limited Half Year Report for the six months ended 31 January 2016 will be available on our website around April 2016. You can obtain copies of these reports at <u>www.nufarm.com/annualreports</u>.

If you would prefer to view the Annual and Half Year Reports from our website instead of continuing to receive printed copies of them, please complete the below and return to Computershare Investor Services Limited in the envelope enclosed or, alternatively, you can update your communication preferences by logging into www.investorcentre.com/nz.



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Email address:

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