

# 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 30/9/2001.

<b>Name of entity</b> 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.

<b>Name of Director</b>	DOUGLAS JOHN RATHBONE
<b>Date of last notice</b>	06/03/2008

### 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.

<b>Direct or indirect interest</b>	Indirect – Grantali P/L Indirect – Falls Creek No 2 P/L
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Grantali P/L – Trustee of D Rathbone Family Trust  Falls Creek No 2 P/L – Company controlled by DJ Rathbone
<b>Date of change</b>	14/05/2009

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	<u>Direct</u> Douglas John Rathbone        76,050 Ord Shares  <u>Indirect</u> Falls Creeks No.2 P/L        24,130,987 Ord Shares Grantali P/L                    1,283,846 Ord Shares Anne Rathbone (spouse)        16,643 Ord Shares Darren Rathbone (Child)        17,571 Ord Shares Bradley Rathbone (Child)        11,643 Ord Shares Matthew Rathbone (Child)        16,571 Ord Shares Dennis Rathbone (Father)        12,499 Ord Shares Graeme Rathbone (Brother)        8,655 Ord Shares Sadie Rathbone (Mother)        12,499 Ord Shares Susan Rathbone (Sister-in-law) 6,655 Ord Shares CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan                        318,991 Ord Shares
<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	Grantali P/L                        850,000 Fully Paid Ordinary Shares  Falls Creek No 2 P/L            900,000 Fully Paid Ordinary Shares
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$15.10c per share
<b>No. of securities held after change</b>	<u>Direct</u> Douglas John Rathbone        76,050 Ord Shares  <u>Indirect</u> Falls Creeks No.2 P/L        23,230,987 Ord Shares Grantali P/L                    433,846 Ord Shares Anne Rathbone (spouse)        16,643 Ord Shares Darren Rathbone (Child)        17,571 Ord Shares Bradley Rathbone (Child)        11,643 Ord Shares Matthew Rathbone (Child)        16,571 Ord Shares Dennis Rathbone (Father)        12,499 Ord Shares Graeme Rathbone (Brother)        8,655 Ord Shares Sadie Rathbone (Mother)        12,499 Ord Shares Susan Rathbone (Sister-in-law) 6,655 Ord Shares CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan                        318,991 Ord Shares

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<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Off market trade</p>
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**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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

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+ See chapter 19 for defined terms.

# Form 604

## Corporations Law Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme **Nufarm Limited**

ACN/ARSN 091 323 312

#### 1. Details of substantial holder(1)

Name **Douglas Rathbone including his associates.**

There was a change in the interests of the substantial holder on 15/ 05 / 2009

The previous notice was given to the company on 11 / 03 / 2008

The previous notice was dated 11 / 03 / 2008

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	25,912,610	14.01%	24,162,610	12.86%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/05/2009	Falls Creek No.2 Pty Ltd	Off market sale	\$11.25 per share	1,000,000 fully paid ordinary shares	900,000
15/05/2009	Grantali Pty Ltd	Off market sale	\$11.25 per share	850,000 fully paid ordinary shares	850,000

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Douglas John Rathbone	Douglas John Rathbone	holder	holder	76,020 ordinary shares	76,050
Douglas John Rathbone	Falls Creek No.2 Pty Ltd	holder	Director	23,230,987 ordinary shares	23,230,987
Douglas John Rathbone	Grantali Pty Ltd	holder	Director	433,846 ordinary shares	433,846

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Douglas John Rathbone	Ann Rathbone	holder	spouse	16,643 ordinary shares	16,643
Douglas John Rathbone	Darren Rathbone	holder	child	17,571 ordinary shares	17,571
Douglas John Rathbone	Bradley Rathbone	holder	child	11,643 ordinary shares	11,643
Douglas John Rathbone	Matthew Rathbone	holder	child	16,571 ordinary shares	16,571
Douglas John Rathbone	Dennis Rathbone	holder	father	12,499 ordinary shares	12,499
Douglas John Rathbone	Graeme Rathbone	holder	brother	8,655 ordinary shares	8,655
Douglas John Rathbone	Sadie Rathbone	holder	mother	12,499 ordinary shares	12,499
Douglas John Rathbone	Susan Rathbone	holder	sister-in-law	6,655 ordinary shares	6,655
Douglas John Rathbone	CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan	holder	Beneficial owner	318,911 ordinary shares	318,911

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Douglas John Rathbone	38 Edwards Street, Essendon, 3040
Falls Creek No.2 Pty Ltd	38 Edwards Street, Essendon, 3040
Grantali Pty Ltd	38 Edwards Street, Essendon, 3040
Ann Rathbone	38 Edwards Street, Essendon, 3040
Darren Rathbone	38 Edwards Street, Essendon, 3040
Bradley Rathbone	38 Edwards Street, Essendon, 3040
Matthew Rathbone	38 Edwards Street, Essendon, 3040
Dennis Rathbone	43 Balmoral Avenue, Pascoe Vale South, 3044
Graeme Rathbone	5 Aruna Drive, Wonga Park, 3115
Sadie Rathbone	43 Balmoral Avenue, Pascoe Vale South, 3044
Susan Rathbone	5 Aruna Drive, Wonga Park, 3115
CPU Share Plans P/L	GPO Box 658, Melbourne, VIC 3001

## Signature

print name Douglas John Rathbone capacity

sign here



date 18 / 5 / 09