Rule 3.19A.2

# 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	9/12/2013

#### 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 obe disclosed in this part.

Direct or indirect interest	Indirect <ul> <li>Fruitful Superannuation Pty Ltd</li> <li>Grapefull Pty Ltd</li> </ul>	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ul> <li>Fruitful Superannuation Pty Ltd – superannuation fund of Matthew Rathbone (Son)</li> <li>Grapefull Pty Ltd – DJ Rathbone superannuation fund</li> <li>Darren Rathbone - Son</li> </ul>	
Date of change	20 December 2013	

<sup>+</sup> See chapter 19 for defined terms.

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No. of securities held prior to change	Indirect	
	• Falls Creeks No.2 P/L 11,237,228 Ord Shares	
	Ann Rathbone (spouse) 65,784 Ord Shares	
	Darren Rathbone (Son) 17,602 Ord Shares	
	Bradley Rathbone (Son) 11,043 Ord Shares	
	Matthew Rathbone (Son) 17,909 Ord Shares	
	<ul> <li>Fruitful Superannuation Pty Ltd</li> </ul>	
	26,141 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 312,173Ord Shares	
	Grapefull Pty Ltd	
	5,000 Ord Shares and 500 NSS	
	Direct	
	Douglas John Rathbone 485,912 unquoted	
	performance rights	
Class	Fully Paid Ordinary Shares	
Number acquired	Fruitful Superannuation Pty Ltd – 3000 shares	
	Grapefull Pty Ltd – 1500 shares	
	<ul> <li>Darren Rathbone – 650 shares</li> </ul>	
Number disposed	Nil	
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Value/Consideration	Fruitful Superannuation Pty Ltd: \$4.20 per share	
Note: If consideration is non-cash, provide details and estimated		
valuation	Darren Rathbone: \$4.22 per share	

<sup>+</sup> See chapter 19 for defined terms.

No. of securities held after change	Indirect		
	• Falls Creeks No.2 P/L 11,237,228 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		
	<ul> <li>Fruitful Superannuation Pty Ltd</li> </ul>		
	29,141 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 312,1730rd Shares		
	Grapefull Pty Ltd		
	6,500 Ord Shares and 500 NSS		
	-,		
	Direct		
	Douglas John Rathbone 485,912 unquoted		
	performance rights		
Nature of change	On market trade		
Example: on-market trade, off-market trade, exercise of options,			
issue of securities under dividend reinvestment plan, participation in			
buy-back			

### 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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A

<sup>+</sup> See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

### Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

<sup>+</sup> See chapter 19 for defined terms.