



**Nufarm Finance (NZ) Limited**

ARBN 099 125 783

103-105 Pipe Road  
LAVERTON NORTH VIC 3026

12 March 2010

## **Nufarm Finance Announcement**

We attach a copy of documents released to ASX by Nufarm Limited today.

A handwritten signature in black ink, appearing to read 'Rodney Heath'.

Rodney Heath  
Nufarm Finance (NZ) Ltd



**Nufarm Limited ACN 091 323 312**

103-105 Pipe Road, Laverton North, VIC Australia 3026  
Telephone: (03) 9282 1000 Facsimile: (03) 9282 1111  
Postal Address: PO Box 103, Laverton, VIC Australia 3028

12 March 2010

### **Sumitomo Tender Offer**

We attach a copy of the Tender Offer Document and Application Forms to be sent to Nufarm Shareholders in respect of the Sumitomo Tender Offer.

A handwritten signature in black ink, appearing to read 'Rodney Heath'.

Rodney Heath  
Company Secretary

The opening price of Nufarm Limited shares on the ASX on 12 March 2010, being the date of the Offer, was AUD\$8.50.

# Tender Offer Document

## RECOMMENDED CASH OFFER OF \$14.00 PER SHARE

from

### **Sumitomo Chemical Company Limited**

to acquire up to 20% or more of your ordinary shares in

### **Nufarm Limited**

ACN 091 323 312

## Offer Document

If you have any questions about the Offer or this Offer Document, or about how to accept the Offer, please contact the Offer Information Line on 1300 150 135 (toll free) within Australia or +61 3 9946 4459 (normal charges apply) (from outside Australia) between 9.00am and 5.00pm (Melbourne time), Monday to Friday.

**THIS DOCUMENT CONTAINS IMPORTANT INFORMATION AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER AS SOON AS POSSIBLE**

### Important Information

This Offer Document is given by Sumitomo Chemical Company Limited ("**Sumitomo**"), a company incorporated in Japan, in compliance with the requirements of Division 5A of Part 7.9 of the Corporations Act. This Offer Document is an important document and should be read in its entirety before deciding whether to accept the Offer. This Offer Document is dated 12 March 2010.

This Offer Document has not been submitted to the review or registration procedures of the U.S. Securities and Exchange Commission under the U.S. Securities Act of 1933 as amended, or otherwise, any state securities regulator in the United States, any regulatory authority in Hong Kong, Singapore or the United Kingdom or any other regulatory authority. The offer to acquire ordinary shares of Nufarm Limited ("**Nufarm**") pursuant to this Offer Document has not been approved or recommended by any governmental securities regulator.

Nufarm does not accept any responsibility for the content of this Offer Document.

### No investment advice

The information provided in this Offer Document is not investment advice and has been prepared without taking into account your individual investment objectives, financial circumstances or particular needs. ***You should seek independent financial and taxation advice from your financial or other professional adviser before deciding whether to accept the Offer.***

### Forward looking statements

This Offer Document includes information that consists of forward looking statements (including statements of current intention, statements of opinion and predictions as to possible future events). To the extent that any statements relate to future matters, you should consider that they are subject to risks and uncertainties. Those risks and uncertainties are not all within the control of Sumitomo and cannot be predicted by Sumitomo and include changes in circumstances or events that may cause objectives to change as well as risks, circumstances and events specific to the industry, countries and markets in which Sumitomo and Nufarm and their respective Related Bodies Corporate operate and/or joint-ventures and associated undertakings operate. They also include general economic conditions, acts of terrorism, health epidemics, prevailing exchange rates and interest rates and conditions in the financial markets that may cause objectives to change or may cause outcomes not to be realised. Although Sumitomo believes that the expectations reflected in any forward looking statements included in this Offer Document are reasonable, no assurance can be given that such expectations will prove to be correct. Actual outcomes, events or results may differ materially from the outcomes, events or results expressed or implied in any forward looking statements and any statement in the nature of a forward looking statement in this Offer Document.

Neither Sumitomo nor any of its directors, officers or advisers, or any person involved in the preparation of this Offer Document makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any outcomes express or implied in any forward looking statement and any statement in the nature of a forward looking statement.

### Time

All references to time in this Offer Document are to Melbourne time.

#### Key Dates

<b>Record Date</b>	<b>12 March 2010</b>
<b>Date of Offer</b>	<b>12 March 2010</b>
<b>Offer Period opens</b>	<b>12 March 2010</b>
<b>Offer Period closes</b>	<b>9 April 2010 7 pm (Melbourne time)</b>
<b>Scale-Back and allocations of acceptances</b>	<b>12 April 2010</b>
<b>Payment to Nufarm Shareholders</b>	<b>15 April 2010</b>

### Notices to foreign shareholders

The Offer is by a Japanese company for the purchase of securities of an Australian company. The Offer is subject to disclosure requirements under Australian law, and not subject to the requirements of the laws of other jurisdictions including Hong Kong, Singapore, the United Kingdom and the United States. It may be difficult for residents of such jurisdictions to enforce their rights and any claim they may have arising under the securities laws of those jurisdictions since Sumitomo, Nufarm and some or all of their officers and directors are not residents of those jurisdictions.

This Offer Document and any separate documentation related to the Offer are for use solely in connection with such Offer in Australia, Hong Kong, New Zealand, Singapore, the United Kingdom and the United States. This Offer Document and any separate documentation related to the Offer are not to be distributed in any other jurisdiction and is not to be used in connection with any offer to buy or any solicitation to sell ordinary shares of Nufarm in any other jurisdiction.

In respect of Nufarm shareholders whose address is in:

- (a) the United Kingdom, the Offer will be directed at and available only to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), or a person falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of the Order;

- (b) Hong Kong, the Offer will be available only to professional investors, as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and
- (c) the United States, the Offer will be made in reliance on Rule 14d-1(c) of the U.S. Securities Exchange Act of 1934, as amended, which provides exemptive relief (referred to as "Tier I Relief") from otherwise applicable rules to persons conducting a tender offer under certain conditions.

The distribution of this Offer Document and any separate documentation related to the Offer and the making of such Offer may, in some jurisdictions, be restricted by law. This Offer Document and any separate documentation related to the Offer do not constitute an offer to buy or a solicitation of an offer to sell ordinary shares of Nufarm under circumstances in which the Offer or solicitation is unlawful. Persons who come into possession of this Offer Document or other separate documentation relating to the Offer should inform themselves of and observe all of these restrictions. Any failure to comply with these restrictions may constitute a violation of the applicable securities laws of that jurisdiction. None of Sumitomo, or any of its officers, directors, employees, advisors, affiliates or agents assume any responsibility for any violation by any person of any of these restrictions. Any holder of ordinary shares of Nufarm who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

**Compliance with "Short Tendering" Rule.**

Rule 14e-4 under the U.S. Securities Exchange Act of 1934, as amended, specifies that a person may tender shares into a partial tender offer only if both at the time of tender and at the end of the proration period the person has a "net long position" in the subject security or an equivalent security equal to or greater than the amount tendered into the partial tender offer. The U.S. Securities and Exchange Commission (the "SEC") has explained that this rule is intended to preclude persons from tendering more shares than they own in order for them to avoid or reduce the "proration risk" that not all of their shares would be accepted in a partial tender offer. Questions regarding Rule 14e-4 can be directed to the SEC, Office of Interpretation and Guidance, Division of Trading and Markets, at +1 202.551.5777.

**Privacy**

Sumitomo has collected your information from the Nufarm Share Register for the purposes of making the Offer. The Corporations Act requires the names and addresses of Nufarm Shareholders to be held in a public register. If you complete an Acceptance Form your information may be disclosed on a confidential basis to Sumitomo's external service providers, and may be required to be disclosed to regulators, such as ASIC.

**Definitions**

A number of defined terms are used in this Offer Document. Unless expressly specified otherwise, capitalised terms have the meaning given in the Glossary in section 4 of this Offer Document.

**Information Line**

**If you have any questions about the Offer or this Offer Document, or about how to accept the Offer, please contact the Offer Information Line on 1300 150 135 (toll free) (from within Australia) or +61 3 9946 4459 (normal charges apply) (from outside Australia) between 9.00am and 5.00pm (Melbourne time), Monday to Friday.**

12 March 2010

Dear Shareholder,

### **Cash Offer for up to 20% or more of your ordinary shares in Nufarm**

On 2 March 2010, Nufarm Shareholders approved a resolution, which was recommended by the Nufarm Board, to approve the acquisition of Nufarm Shares by Sumitomo Chemical Company Limited ("**Sumitomo**"), a company incorporated in Japan and listed on the Tokyo Stock Exchange, pursuant to this Offer Document. On behalf of Sumitomo, I am pleased to present you with Sumitomo's offer, to acquire 20% (or a lesser or greater number) of the total number of ordinary shares in Nufarm Limited ("**Nufarm**") held by you for a price of \$14 per share, subject to the terms set out in section 3 of this Offer Document (the "**Offer**"). In this letter, the total number of Nufarm Shares held by you will be referred to as your "**Holding**".

#### **Offer**

The Offer Price of \$14 per Nufarm Share represents a significant premium for your Nufarm Shares:

- 33% to the closing price of Nufarm Shares on the ASX on 21 December 2009, the last trading day prior to Nufarm's announcement that it had entered into a memorandum of understanding with Sumitomo regarding the Offer;
- 49% to the volume weighted average price ("**VWAP**") of Nufarm Shares for the 1 month period ending on 24 July 2009, the last trading day prior to the announcement by Nufarm that it had received an approach from Sinochem Corporation; and
- 23% to the VWAP of Nufarm Shares for the 3 month period ending on 21 December 2009, the last trading day prior to Nufarm's announcement that it had entered into a memorandum of understanding with Sumitomo regarding the Offer.

The opening price of Nufarm Shares on 12 March 2010, being the date of this Offer, is shown in the insert accompanying this Offer Document.

Sumitomo's cash offer provides you with certainty of value for up to 20% of your Holding and you will incur no brokerage or stamp duty.

You will also have the opportunity to accept Sumitomo's Offer in respect of more than 20% of your Holding if not all Nufarm Shareholders accept the Offer in respect of 20% of their respective holdings of Nufarm Shares. You can do this by indicating on the enclosed Acceptance Form, the maximum number of Nufarm Shares that you wish Sumitomo to acquire through the Offer by ticking and completing the appropriate box provided on the Acceptance Form.

Note, however, that Sumitomo will not purchase more than 20% in aggregate of all of the issued shares in Nufarm. Therefore, if Sumitomo receives acceptances of more than 20% of the aggregate of all Nufarm Shares ("**Over-Elected Shares**"), Sumitomo will scale-back such Over-Elected Shares on a pro-rata basis. Details of the Scale-Back mechanism are set out in section 1 (Summary of the Offer) and section 3 (Terms of the Offer).

On 2 March 2010, Nufarm Shareholders passed a resolution, which was recommended by the directors of Nufarm, to approve the acquisition of shares by Sumitomo pursuant to the Offer. In the Notice of Meeting relating to that shareholder meeting, the Chairman of Nufarm wrote in his letter to Nufarm Shareholders that "The Nufarm Directors believe that the Tender Offer is in the best interests of Nufarm Shareholders as it provides all eligible Nufarm shareholders with the opportunity to realise a price above market for some of their shares...".

The Offer is made to each Nufarm Shareholder (other than an Excluded Foreign Shareholder) who was on the register of Nufarm Shareholders on 12 March 2010 (the "**Record Date**") and is subject to the Regulatory Condition, the Maximum Purchase Condition and the Scale-Back Condition, full details of which are set out in section 3 of this Offer Document.

We encourage you to read this Offer Document for further details about the Offer. The Offer is open for your acceptance until 7 pm (Melbourne time) on 9 April 2010. If you wish to accept the Offer, please follow the instructions in this Offer Document and in the enclosed Acceptance Form.

If you have any questions about the Offer, please contact your legal, financial or other professional adviser, or call the Offer Information Line on 1300 150 135 (toll free) (within Australia) or +61 3 9946 4459 (normal charges apply) (outside Australia) between 9.00am and 5.00pm (Melbourne time), Monday to Friday.

Yours sincerely

A handwritten signature in black ink, appearing to read 'K. Fukubayashi', written in a cursive style.

**Sumitomo Chemical Company Limited**  
**Kenjiro Fukubayashi**  
**Director**

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## 1. Summary of the Offer

This section 1 of the Offer Document provides an overview of the Offer. Section 3 of the Offer Document contains the full terms and conditions of the Offer.

Question	Answer
<b>Who is making the Offer?</b>	<p>The Offer is being made by Sumitomo Chemical Company Limited (“<b>Sumitomo</b>”). Sumitomo is a company incorporated in Japan and is headquartered in Tokyo, Japan. Sumitomo is one of Japan’s leading chemical companies, offering a diverse range of products in the fields of basic chemicals, petrochemicals, fine chemicals, IT-related chemicals and materials, agricultural chemicals and pharmaceuticals. Sumitomo is publicly listed on the Tokyo Stock Exchange.</p> <p>Further information on Sumitomo is set out in section 2 of this Offer Document.</p>
<b>Who is the Offer being made to?</b>	<p>The Offer is made to each Nufarm Shareholder (other than an Excluded Foreign Shareholder) who was on the register of Nufarm Shareholders on 12 March 2010 (the “<b>Record Date</b>”) and can only be accepted by such shareholders in respect of the Nufarm Shares held by them on the Record Date. If you were not registered as a shareholder of Nufarm on 12 March 2010, then you cannot accept the Offer. If you were registered as a Nufarm Shareholder on the Record Date and subsequently purchase additional Nufarm Shares after the Record Date, you will not be able to accept the Offer in respect of your Nufarm Shares purchased after the Record Date.</p>
<b>What is the Offer price and how many of my Nufarm Shares can be accepted into the Offer?</b>	<p>Sumitomo is offering to acquire up to 20% or (subject to the Scale-Back) more of the total number of your Nufarm Shares on the Record Date (your “<b>Holding</b>”) for \$14 cash for each Nufarm Share on the terms and conditions set out in section 3.</p> <p>If you accept the Offer, you will receive \$14 in cash for each Nufarm Share comprised in your Holding accepted under the Offer, subject to the Regulatory Condition, Scale-Back Condition and the Maximum Purchase Condition.</p> <p>You may accept the Offer in respect of up to 20% of your Holding. However, you may also (by choosing one of the options listed on the Acceptance Form) accept the Offer in respect of more than 20% of your Holding (your “<b>Over-Elected Shares</b>”). If you do this <b>and not all Nufarm Shareholders accept the Offer to acquire 20% of their respective Holdings</b>, then Sumitomo will purchase your Over-Elected Shares at \$14 per share, provided that Sumitomo will not purchase more than 20% of the total issued shares in Nufarm. If Nufarm Shareholders accept the Offer in respect of more than 20% of the total Nufarm Shares on issue, then Sumitomo’s purchase of your Over-Elected Shares will be scaled back on a pro-rata basis in accordance with the “Scale-Back” mechanism described below.</p>
<b>What is the Maximum Purchase Condition?</b>	<p>Sumitomo will not purchase more than 20% in aggregate of the issued shares in Nufarm. This is an essential term of the Offer and operates as a condition precedent to the formation of a contract between you and Sumitomo. This condition will be deemed to be satisfied automatically at the end of the Offer Period. This condition cannot be waived by Sumitomo. Further information is set out in section 3.2(d) of this Offer Document.</p>
<b>What is the Scale-Back and how does it work?</b>	<p>The Scale-Back is a mechanism to ensure that Sumitomo does not acquire more than 20% of Nufarm’s shares via the Offer. It will only apply to the extent that some Nufarm Shareholders (the “<b>Over-Electing Shareholders</b>”) elect that they wish to sell more than 20% of their Nufarm Shares (the “<b>Over-Elected Shares</b>”) and the aggregate of all Nufarm Shares nominated for acceptance by Nufarm Shareholders under the Offer is greater than 20% of the total issued Nufarm Shares. The Scale Back is an essential term of the Offer and operates as a condition precedent to the formation of a contract between you and Sumitomo. Sumitomo cannot waive the Scale-Back Condition, which will be deemed to be satisfied automatically at the end of the Offer Period.</p>

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Under the Offer, each eligible Nufarm Shareholder will be able to nominate for acceptance under the Offer either 20% of its Holding, or any other number of Nufarm Shares that are held by the Nufarm Shareholder (“**Nominated Number of Shares**”).

If you are an Over-Electing Shareholder, the Scale-Back will operate automatically in proportion to your respective Nominated Number of Shares, and will ensure that Sumitomo does not purchase more than 20% of the Nufarm Shares on issue under the Offer.

The Scale-Back will be applied when the aggregate number of Nufarm Shares nominated for acceptance by Nufarm Shareholders under the Offer is greater than 20% of all issued Nufarm Shares, in which case the number of Over-Elected Shares which an Over-Electing Shareholder will be deemed to have accepted in respect of the Offer (and that will be purchased by Sumitomo) will be calculated as follows:

$$\frac{A \times C}{B} = N$$

Where:

**A** is the number that is 20% of the aggregate number of Nufarm Shares on issue, minus the aggregate number of Nufarm Shares nominated by Nufarm Shareholders for Sumitomo to acquire under the Offer plus the aggregate number of Over-Elected Shares nominated by all Over-Electing Shareholders for Sumitomo to acquire under the Offer.

**B** is the aggregate number of Over-Elected Shares nominated by all Over-Electing Shareholders for Sumitomo to acquire under the Offer.

**C** is the number of Over-Elected Shares which the Over-Electing Shareholder nominates for Sumitomo to acquire under the Offer.

**N** is the number of Over-Elected Shares that the Over-Electing Shareholder will be deemed to have accepted (rounded down to the nearest whole number).

### **Example**

Assume that:

there are 100,000 Nufarm Shares:

15,000 Nufarm Shares, which are not Over-Elected Shares, are nominated by Nufarm Shareholders, in aggregate, for Sumitomo to acquire under the Offer;

10,000 Over-Elected Shares are nominated by Nufarm Shareholders, in aggregate, for Sumitomo to acquire under the Offer; and

an Over-Electing Shareholder, who holds 1,000 Nufarm Shares (as at the relevant record date), nominates his full Holding for acceptance under the Offer (of which 800 Nufarm Shares are Over-Elected Shares).

In this case, the number, **N**, of Over-Elected Shares that the Over-Electing Shareholder will be deemed to have accepted is -

$$\frac{[(20,000 - 25,000) + 10,000] \times 800}{10,000} = 400$$

Here, because the total number of Nufarm Shares nominated for acceptance by Nufarm Shareholders is greater than 20% of the total number of issued Nufarm Shares, the number of Over-Elected Shares that the Over-Electing Shareholder is deemed to have accepted is scaled-back in proportion to the number that his Over-Elected Shares represents to the aggregate number of Over-Elected Shares. The Over-Electing Shareholder is deemed to have accepted 600 Nufarm Shares in total (being 400 Over-Elected Shares and the 200 Nufarm Shares which represent 20% of its Holding).

<b>What happens if a competition regulator issues a notice prohibiting the completion of the Offer?</b>	<p>The Offer is subject to no notice being received by Sumitomo or Nufarm from any relevant competition regulator preventing, prohibiting or objecting to the acquisition of Nufarm Shares by Sumitomo, and such prevention, prohibition or objection continues to be in effect as at the end of the Offer Period (the “<b>Regulatory Condition</b>”). This provision operates as a condition precedent to the formation of a contract between you and Sumitomo. If such a notice is received during the Offer Period, Nufarm will issue an ASX announcement as soon as possible and Sumitomo will confirm in writing to Nufarm no later than 1 hour after the end of the Offer Period, whether or not it waives the Regulatory Condition. If such a notice is received and Sumitomo does not waive the Regulatory Condition, then the Regulatory Condition will not be satisfied and no contract to purchase your Nufarm Shares will arise between you and Sumitomo.</p> <p>If no such notice is received, the Regulatory Condition will be deemed to be satisfied automatically at the end of the Offer Period.</p>
<b>Can Sumitomo waive the conditions to the Offer?</b>	<p>The Offer is subject to the Maximum Purchase Condition, the Scale-Back Condition and the Regulatory Condition.</p> <p>Sumitomo may choose to waive the Regulatory Condition, in accordance with the terms of the Offer. Sumitomo cannot waive the Maximum Purchase Condition or the Scale-Back Condition which will be deemed to be satisfied automatically at the end of the Offer Period.</p>
<b>What happens if the conditions of the Offer are not satisfied or waived?</b>	<p>The Scale-Back Condition and Maximum Purchase Condition will be deemed to be satisfied automatically at the end of the Offer Period.</p> <p>If a notice of the type described in section 3.6 is received from a competition regulator, and Sumitomo does not waive the Regulatory Condition in accordance with section 3.9, then the Offer will lapse and no contract will arise between you and Sumitomo in respect of your Acceptance Shares.</p>
<b>When will my acceptance of the Offer become contractually binding?</b>	<p>Your acceptance of the Offer will not become contractually binding on you and Sumitomo until after the Offer Period has ended and the Conditions have been satisfied or (where capable of waiver) waived by Sumitomo as described above.</p>
<b>How do I accept the Offer?</b>	<p>To accept the Offer:</p> <ul style="list-style-type: none"> <li>• if your Nufarm Shares are in the issuer sponsored subregister, complete and sign the Acceptance Form in accordance with the instructions on the form and send it in the enclosed envelope or to the address on the Acceptance Form, so that it is received before the end of the Offer Period; or</li> <li>• for Nufarm Shares held in your name in a <b>CHES Holding</b> (as indicated on the Acceptance Form): <ul style="list-style-type: none"> <li>(a) if you are not a Participant, you should instruct your Controlling Participant to initiate acceptance of the Offer on your behalf in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period; or</li> <li>(b) if you are a Participant, you should initiate acceptance of the Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period.</li> </ul> </li> </ul> <p>Detailed instructions on how to accept the Offer are set out in the Acceptance Form. In each case you should indicate clearly on the Acceptance Form or by instructing your Controlling Participant exactly what number of Nufarm Shares you wish to accept under the Offer, and if you wish to accept the Offer in respect of an amount other than 20% of your Holding, the exact number of Nufarm Shares you wish to accept under the Offer (subject to the Scale-Back) by ticking and completing the relevant box indicated on the Acceptance Form.</p>

<b>What is the earliest date I can accept the Offer?</b>	<p>The earliest date on which you may accept the Offer is 15 March 2010.</p> <p>For information on the effect of accepting the Offer, refer to the question “What will happen if I accept the Offer?” below.</p>
<b>When will I be paid?</b>	If you accept the Offer, you will be paid (in respect of the proportion of your Holding purchased by Sumitomo under the Offer) on or around 15 April 2010.
<b>Do I have to pay brokerage if I accept?</b>	If your Holding is registered in a CHESS Holding, or if you are a beneficial owner whose Nufarm Shares are registered in the name of a broker, bank, custodian or other nominee, no brokerage is payable by you but you should ask your Controlling Participant or that nominee whether it will charge any transaction fees.
<b>Can I sell the remainder of my Holding not accepted into the Offer on the ASX?</b>	<p>Yes. However, the person to whom you sell the remainder of your Holding during the Offer Period will not be able to accept the Offer in respect of any Nufarm Shares subsequently registered in their name after the Record Date.</p> <p>Nufarm Shareholders are warned that effecting a conversion or transfer of Nufarm Shares during the Offer Period may adversely interfere with the Offer process to the disadvantage of Nufarm Shareholders. Accordingly the Registry requests that Nufarm Shareholders who have submitted an Acceptance Form refrain from converting or transferring their Nufarm Shares during the Offer Period.</p>
<b>When does the Offer close?</b>	The Offer will close at 7 pm (Melbourne time) on 9 April 2010.
<b>Can the Offer Period be extended?</b>	No. Sumitomo cannot extend the Offer Period.
<b>What will happen if I accept the Offer?</b>	<p>If you accept the Offer, and the Offer becomes unconditional, a contract will arise between you and Sumitomo in respect of the Nufarm Shares deemed to have been accepted by you and Sumitomo will pay you \$14 cash for each Nufarm Share comprising 20% of your Holding (or a lesser number of your Nufarm Shares in respect of which you accepted the Offer).</p> <p>If you accepted the Offer in respect of more than 20% of your Holding and not all Nufarm Shareholders accept the Offer in respect of 20% of their Holding, then you will be paid \$14 cash for each Nufarm Share comprising such number of your Over-Elected Shares as is determined by the Scale-Back.</p> <p>Once you accept the Offer (even while it remains subject to any Conditions), if you wish to sell or otherwise deal with the Nufarm Shares in respect of which you have accepted the Offer (“<b>Accepted Shares</b>”) on the ASX, you must first exercise your withdrawal rights set out in section 3.11.</p> <p>A Nufarm Shareholder will not be permitted to sell or otherwise encumber the Accepted Shares. The Accepted Shares will have a lock applied to them as part of the tender process that would not allow a sale to settle. If you wish to sell Accepted Shares you must therefore first successfully withdraw your acceptance in accordance with section 3.11 before attempting to sell them.</p>
<b>Can I withdraw my acceptance?</b>	You will be able to withdraw your acceptance by sending a written notice to the Registry at any time before the end of the Offer Period, provided that the Registry receives your withdrawal notice before the end of the Offer Period.
<b>What will happen if I do not accept the Offer?</b>	If you do not accept the Offer, you will retain all of your Holding and no contract to purchase or sell your Accepted Shares will arise between you and Sumitomo.
<b>What will happen at the end of the Offer Period?</b>	<p>The Offer Period ends at 7 pm (Melbourne time) on Friday, 9 April 2010.</p> <p>On Monday, 12 April 2010, Nufarm will announce to the ASX, whether or not the Regulatory Condition has been satisfied or waived by Sumitomo and if so, the number of acceptances received by Sumitomo under the Offer, whether or</p>

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not those acceptances exceed 20% of the issued shares in Nufarm and (if so) the number of acceptances which were rejected pursuant to the Scale-Back.

On 15 April 2010, each Nufarm Shareholder who accepted the Offer will be sent a statement setting out how many of their Nufarm Shares were acquired by Sumitomo under the Offer. A cheque for the aggregate consideration which they are due under the Offer, which will be equivalent to the number of their Nufarm Shares acquired by Sumitomo under the Offer multiplied by \$14, will be sent to each Nufarm Shareholder who accepted the Offer.

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**Further information**

If you require any further information in relation to the Offer, or if you have lost your Acceptance Form and require a replacement, please call the Offer Information Line on 1300 150 135 (toll free) (within Australia) or +61 3 9946 4459 (normal charges apply) (outside Australia) between 9.00am and 5.00pm (Melbourne time), Monday to Friday.

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## **2. Information about Sumitomo**

### **2.1 Background**

Sumitomo is a company incorporated in Japan and is headquartered in Tokyo, Japan. Sumitomo is one of Japan's leading chemical companies, offering a diverse range of products in the fields of basic chemicals, petrochemicals, fine chemicals, IT-related chemicals and materials, agricultural chemicals and pharmaceuticals.

Sumitomo is publicly listed on the Tokyo Stock Exchange. As at 1 March 2010, Sumitomo's market capitalisation was approximately Yen 653,901 million or A\$8.15 billion<sup>1</sup>.

The origins of Sumitomo date back to 1913, when the company used polluting sulphur dioxide emissions from smelting operations at the Besshi Copper Mine in Niihama, Ehime Prefecture on the island of Shikoku, Japan to produce fertilizers. Sumitomo was thus founded as a company that sought to solve environmental problems while at the same time aiming to contribute to the development of agriculture.

Sumitomo's corporate group includes over 100 subsidiaries and affiliates operating in six business sectors focusing on the supply of a broad range of products for global markets

### **2.2 Overview of major activities and locations**

Sumitomo splits its operation into the range of products in which it specialises, with a differing approach to developing the business of each sector, based on the needs and demands of clients operating in each sector. The business is split into the following sectors:

- Basic chemicals sector – engages in the development of a wide variety of basic chemicals used predominantly in manufacturing industries, with a particular focus on Asia.
- Petrochemicals and plastics sector – focus is around the development, manufacture and sale of a wide range of petrochemical products, including synthetic resins and organic chemicals, and business is centred around 4 core operations in Saudi Arabia, Singapore, Japan and North America.
- Fine chemicals sector – engages in the development, manufacture and sale of pharmaceutical chemicals and polymer additives, as well as rubber chemicals and other specialty chemicals.
- IT-related chemicals sector – focuses on polarising film, super-engineering plastic and photo-resists, and operates offshoots of these sectors, depending on local demand for products.
- Agricultural chemicals – engages in the development, manufacture and sale of agrochemicals, such as insecticides. Over 60% of Sumitomo's revenue in this sector comes from outside Japan, so it is the most foreign-based section of the company's business.
- Pharmaceutical – engages in manufacture, development and sale of pharmaceutical products, centreing and focussing its operations predominantly in Japan.

The majority of Sumitomo's business is based in Japan, although the company and its affiliates have an established international presence. Employing over 26,000 people worldwide, Sumitomo has extended operations throughout Asia (Japan, Korea, China, Singapore, Taiwan, Malaysia, Thailand, Indonesia, India), North and South America (USA, Canada, Mexico, Brazil, Chile), Australia, Europe (Belgium, France, Italy, Spain, United Kingdom, Hungary, Slovakia), Africa (South Africa, Tanzania) and most recently Saudi Arabia. For the financial year of 2008, the breakdown of overseas operations saw 73.4% of Sumitomo's turnover coming from Asia, followed by 10.7% in Europe, 6.2% in North America, and less than 3% in each of the remaining regions.

### **2.3 Financial details**

As at 31 March 2009, Sumitomo had:

- consolidated total assets of Yen 2,022,553 million; and
- consolidated net assets of Yen 775,628 million.

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<sup>1</sup> Based on the AUD/Yen exchange rate on 1 March 2010 published by Bloomberg.

## **2.4 Sumitomo's intentions if it does not receive sufficient acceptances**

If, at the end of the Offer Period either:

- (a) Sumitomo has received acceptances which amount to between 15% and 20% in aggregate of Nufarm's issued shares; or
- (b) both of the following occur:
  - (i) Sumitomo has received acceptances which amount to less than 15% in aggregate of Nufarm's issued shares; and
  - (ii) no Competing Transaction is announced to ASX prior to the end of the Offer Period,

Sumitomo intends to acquire further Nufarm Shares on-market (up to an aggregate of 20% of all Nufarm Shares). The price paid by Sumitomo for such Nufarm Shares on-market may be below the Offer Price.

Under a confidentiality deed between Nufarm and Sumitomo, dated 14 September 2009, Sumitomo agreed to certain standstill provisions limiting its right to acquire Nufarm Shares for a period of 12 months from the date of that deed. Nufarm has the power to waive the standstill provisions. Under the memorandum of understanding between Nufarm and Sumitomo dated 25 December 2009, Nufarm agreed to waive the standstill to permit various acquisitions by Sumitomo of Nufarm Shares including under the Offer, and to permit the on-market purchases contemplated by section 2.4(a) above. In the period leading up to the Nufarm Shareholder meeting on 2 March 2010, Sumitomo requested a further waiver of the standstill to permit the purchases contemplated by section 2.4(b) above. On or about the date of the shareholder meeting Nufarm granted this further waiver. That information was communicated to Nufarm Shareholders in the remarks of the Chairman of Nufarm at the shareholder meeting.

## **2.5 Publicly available information**

Sumitomo is listed on the Tokyo Stock Exchange and is subject to the reporting obligations of the Tokyo Stock Exchange.

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### 3. Terms of the Offer

#### 3.1 Date of the Offer

The Offer is dated 12 March 2010.

#### 3.2 Offer

- (a) Sumitomo offers to acquire from you on the terms of the Offer, 20% of your Holding or such lesser or greater number of your Nufarm Shares as you are willing to sell subject to the conditions set out in this section 3.
- (b) You may accept the Offer in respect of 20% of your Holding or such lesser or greater number of Nufarm Shares as you are willing to sell subject to the Scale-Back Condition and the Maximum Purchase Condition.
- (c) An Offer in this form is being made to each Nufarm Shareholder (who is not an Excluded Foreign Shareholder) who was registered on the Nufarm Share Register on the Record Date in respect of only those Nufarm Shares held by them on the Record Date.
- (d) Notwithstanding any other provision of this Offer Document, it is a condition of the Offer that Sumitomo will not purchase more than 20% in aggregate of all Nufarm Shares on issue at the Record Date (the “**Maximum Purchase Condition**”). If Sumitomo receives acceptances in respect of more than 20% in aggregate of Nufarm Shares on issue at the Record Date, all acceptances in excess of 20% of the aggregate issued Shares of Nufarm will be rejected in accordance with the Scale-Back mechanism. This condition cannot be waived by Sumitomo, Nufarm Shareholders or by any other party, and will be satisfied automatically at the end of the Offer Period.

#### 3.3 Scale Back

The Scale-Back is a mechanism to ensure that Sumitomo does not acquire more than 20% of Nufarm’s shares via the Offer. It will only apply to the extent that some Nufarm Shareholders (the “**Over-Electing Shareholders**”) elect that they wish to sell more than 20% of their Nufarm Shares (the “**Over-Elected Shares**”) and the aggregate of all Nufarm Shares accepted into the Offer by Nufarm Shareholders is greater than 20% of the total issued Nufarm Shares. Sumitomo cannot waive the Scale-Back. The Scale-Back is an essential term of the Offer and operates as a condition precedent to the formation of a contract between you and Sumitomo. This condition cannot be waived by Sumitomo, Nufarm Shareholders or by any other party, and will be satisfied automatically at the end of the Offer Period as described below.

Accordingly, if you (the “**Over-Electing Shareholder**”) elect to accept the Offer in respect of more than 20% of your Holding and Sumitomo receives, in aggregate, acceptances in respect of more than 20% of issued Nufarm Shares, you will have your acceptances in respect of more than 20% of your Holding rejected to the extent necessary so that the number of Nufarm Shares comprising your Holding that will be purchased by Sumitomo in excess of 20% of your Holding will be determined in accordance with the following formula:

$$\frac{A \times C}{B} = N$$

Where:

**A** is the number that is 20% of the aggregate number of Nufarm Shares on issue, minus the aggregate number of Nufarm Shares nominated by Nufarm Shareholders for Sumitomo to acquire under the Offer plus the aggregate number of Over-Elected Shares nominated by all Over-Electing Shareholders for Sumitomo to acquire under the Offer.

**B** is the aggregate number of Over-Elected Shares nominated by all Over-Electing Shareholders for Sumitomo to acquire under the Offer.

**C** is the number of Over-Elected Shares which the Over-Electing Shareholder nominates for Sumitomo to acquire under the Offer.

**N** is the number of Over-Elected Shares that the Over-Electing Shareholder will be deemed to have accepted (rounded down to the nearest whole number).

**Example**

Assume that:

there are 100,000 Nufarm Shares:

15,000 Nufarm Shares, which are not Over-Elected Shares, are nominated by Nufarm Shareholders, in aggregate, for Sumitomo to acquire under the Offer;

10,000 Over-Elected Shares are nominated by Nufarm Shareholders, in aggregate, for Sumitomo to acquire under the Offer; and

an Over-Electing Shareholder, who holds 1,000 Nufarm Shares (as at the relevant record date), nominates his full Holding for acceptance under the Offer (of which 800 Nufarm Shares are Over-Elected Shares).

In this case, the number, **N**, of Over-Elected Shares that the Over-Electing Shareholder will be deemed to have accepted is -

$$\frac{[(20,000 - 25,000) + 10,000] \times 800}{10,000} = 400$$

Here, because the total number of Nufarm Shares nominated for acceptance by Nufarm Shareholders is greater than 20% of the total number of issued Nufarm Shares, the number of Over-Elected Shares that the Over-Electing Shareholder is deemed to have accepted is scaled-back in proportion to the number that his Over-Elected Shares represents to the aggregate number of Over-Elected Shares. The Over-Electing Shareholder is deemed to have accepted 600 Nufarm Shares in total (being 400 Over-Elected Shares and the 200 Nufarm Shares which represent 20% of its Holding).

**3.4 Consideration**

The consideration Sumitomo offers you is a cash payment of \$14 per Nufarm Share in respect of each Nufarm Share purchased by Sumitomo under the Offer.

**3.5 Offer Period**

The Offer will remain open for acceptance during the period commencing on the date of the Offer being 12 March 2010, and ending at 7 pm (Melbourne time) on 9 April 2010.

**3.6 Competition Regulators**

The Offer is subject to no notice being received by Sumitomo or Nufarm from any relevant competition regulator preventing, prohibiting or objecting to the acquisition of Nufarm Shares by Sumitomo, and such prevention, prohibition or objection continues to be in effect as at the end of the Offer Period. This provision operates as a condition to the formation of a contract between you and Sumitomo. If such a notice is received, Nufarm will issue an ASX announcement. If no such notice is received by the end of the Offer Period, this condition will be deemed to have been satisfied automatically. Sumitomo may waive this condition in accordance with section 3.9.

**3.7 Timing of Contract**

Each of the Conditions set out in each of sections 3.2(d), 3.3 and 3.6, constitutes and will be construed as a separate, several and distinct condition. Each of the Conditions set out in sections 3.2(d), 3.3 and 3.6, is a condition precedent to the coming into existence of a contract for Sumitomo to acquire any interest in Nufarm Shares under the Offer. Notwithstanding your

acceptance of the Offer, unless and until the conditions in each of sections 3.2(d), 3.3 and 3.6, are satisfied or (other than the conditions in sections 3.2(d) and 3.3 which cannot be waived) waived by Sumitomo:

- (a) no contract for the sale of any part of your Holding will come into force or be binding on you or on Sumitomo; and
- (b) you will be entitled to withdraw your acceptance in the same manner as set out in section 3.11 at any time before the end of the Offer Period.

Sumitomo alone is entitled to the benefit of the condition in section 3.6. The Conditions in section 3.2(d) and 3.3 will be deemed to be satisfied at the end of the Offer Period.

### **3.8 Effect of non-fulfilment of Regulatory Condition**

If a notice of the type described in section 3.6 is received from a competition regulator, and Sumitomo does not waive the Regulatory Condition in accordance with section 3.9, then no contract will result from your acceptance of the Offer. In such a case, Sumitomo will, at its election, return the Acceptance Form, together with all documents, to the address shown in the Acceptance Form, or destroy those documents and notify the ASX of this, and notify ASTC of the lapse of the Offer in accordance with Rule 14.19 of the ASTC Settlement Rules.

### **3.9 Freeing the Offer from the Regulatory Condition**

Sumitomo may, at any time during the Offer Period and up to 1 hour after the end of the Offer Period, in its sole discretion, declare the Offer free from the Regulatory Condition by giving Nufarm notice in writing stating that it has waived the Regulatory Condition (the “**Condition Waiver Notice**”).

### **3.10 Withdrawal of the Offer**

In accordance with the Corporations Act, Sumitomo may not withdraw the Offer.

### **3.11 Withdrawal of acceptances**

- (a) You may withdraw your acceptance of the Offer at any time after the date of the Offer and before the end of the Offer Period by:
  - (i) if your Holding is held on Nufarm’s issuer sponsored subregister – by authorising and instructing Nufarm to do so by completing and returning a withdrawal form to the Registry by mail in accordance with the instructions on the withdrawal form, provided that in order for your withdrawal to be effective it must be received by the Registry before the end of the Offer Period;
  - (ii) if your Holding is held in a CHES Holding – by either instructing your Controlling Participant to transmit a Valid Originating Message to the ASTC in accordance with Rule 14.16 of the ASTC Settlement Rules, or completing and returning a withdrawal form to the Registry by mail in accordance with the instructions on the withdrawal form, provided that in order for your withdrawal to be effective it must be received by the Registry before the end of the Offer Period; or
  - (iii) if you are a Controlling Participant – by transmitting a Valid Originating Message to the ASTC specifying the shares to be released from the Offer Accepted Sub-Position in accordance with Rule 14.16 of the ASTC Settlement Rules before the end of the Offer Period.

### **3.12 Variation of the Offer**

In accordance with the Corporations Act, Sumitomo cannot vary the Offer.

### 3.13 Provision of Consideration

(a) **How consideration is paid**

Sumitomo will pay to you the consideration for the part of your Holding that is acquired under the Offer by cheque (or otherwise as agreed by Sumitomo) in Australian currency. The cheque will be sent at your risk to you at your address shown on the Nufarm Share Register at the end of the Offer Period by prepaid ordinary mail or, in the case of addresses outside Australia, by prepaid airmail.

(b) **When consideration is paid**

Subject to this section 3.13, if you accept the Offer, and the Conditions of the Offer are satisfied or waived, then Sumitomo will provide the consideration for your Holding to which you are entitled on acceptance of the Offer on or around 15 April 2010 together with a statement setting out how many of the Nufarm Shares comprising your Holding were acquired by Sumitomo under the Offer (including whether such shares were Scaled-Back and, if so, how that number was calculated).

(c) **No interest**

Under no circumstances will interest be paid on the consideration payable under the Offer, regardless of any delay in paying the consideration.

(d) **Where additional documents are required**

Where the Acceptance Form requires additional documents to be given to Sumitomo with your acceptance of the Offer to enable Sumitomo to become the holder of your Holding (such as a power of attorney) and you do not provide Sumitomo with the required additional documents before the end of the Offer Period, Sumitomo may, in its sole discretion, reject your acceptance of the Offer.

### 3.14 Who may accept

(a) **Who may accept**

During the Offer Period:

- (i) any person who was registered as a Nufarm Shareholder on the Record Date (other than an Excluded Foreign Shareholder) and who is able to give good title to a parcel of their Holding may accept (if they have not already accepted an offer in the form of the Offer) as if an offer on terms identical with the Offer has been made to them; and
- (ii) any person who holds one or more parcels of Nufarm Shares on the Record Date as trustee or nominee, or otherwise on account of another person, may accept only in respect of the Nufarm Shares registered in their name and not as if a separate and distinct offer had been made in relation to:
  - A. each of those parcels; and
  - B. any parcel they hold in their own right.

(b) **Registered holders**

A person is taken to hold Nufarm Shares if the person is registered as the holder of those Nufarm Shares.

(c) **Trustees and nominees**

A person is taken to hold Nufarm Shares on trust for, as nominee for, or on account of, another person if they:

- (i) are registered as the holder of particular Nufarm Shares; and
- (ii) hold their interest in the Nufarm Shares on trust for, as nominee for, or on account of, that other person.

**3.15 How to accept**

(a) **Acceptance at any time during the Offer Period**

You may accept the Offer at any time during the Offer Period.

(b) **Acceptance procedure for Nufarm Shareholders**

To validly accept the Offer:

- (i) for Nufarm Shares held in your name on Nufarm's **issuer sponsored subregister** (as indicated on the Acceptance Form), you must:
  - A. complete and sign the Acceptance Form in accordance with the terms of the Offer and the instructions on the Acceptance Form; and
  - B. ensure that the Acceptance Form (including any documents required by the terms of the Offer and the instructions on the Acceptance Form) is sent so that it is received before the end of the Offer Period, to the address shown on the Acceptance Form; or
- (ii) for Nufarm Shares held in your name in a **CHESS Holding** (as indicated on the Acceptance Form):
  - A. if you are not a Participant, you should instruct your Controlling Participant to initiate acceptance of the Offer on your behalf in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period; or
  - B. if you are a Participant, you should initiate acceptance of the Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period.

Alternatively, you may sign and complete the Acceptance Form in accordance with the terms of the Offer and the instructions on the Acceptance Form and ensure that it (including any documents required by the terms of the Offer and the instructions on the Acceptance Form) is sent so that it is received in sufficient time for it to be dispatched to your Controlling Participant before the end of the Offer Period, to the address shown on the Acceptance Form.

If your Holding is held in your name in a CHESS Holding (as indicated on the Acceptance Form), you must comply with any other applicable ASTC Settlement Rules.

(c) **Mailing details**

A reply paid envelope has been enclosed with this Offer Document to enable Nufarm Shareholders with Australian addresses to return their completed Acceptance Form. Overseas Nufarm Shareholders should return their Acceptance Form by airmail.

Nufarm Shareholders should mail their completed Acceptance Form in the envelope supplied to the following address:

Sumitomo Chemical Corporation Limited  
c/o Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

The method chosen to deliver the Acceptance Form and other documents is at the risk of each accepting Nufarm Shareholder.

(d) **Acceptance Form and instructions on it**

The Acceptance Form which accompanies the Offer forms part of the Offer. The requirements on the Acceptance Form must be observed in accepting the Offer in respect of your Holding.

(e) **Power of attorney, deceased estate**

When accepting the Offer you must also forward for inspection:

- (i) if the Acceptance Form is executed by an attorney, a certified copy of the power of attorney; and
- (ii) if the Acceptance Form is executed by the executor of a will or the administrator of the estate of a deceased Nufarm Shareholder, the relevant grant of probate, letters of administration or certificates of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of section 1071B(9)(b)(iii) of the Corporations Act.

(f) **When acceptance is complete**

Acceptance of the Offer is complete and a contract for Sumitomo to purchase your Acceptance Shares (as defined in section 3.16(b)(i)A) will arise only once all of the Conditions have been satisfied or (where capable of waiver) waived by Sumitomo in accordance with section 3.9 and either:

- (i) the completed Acceptance Form (together with all other documents required by the instructions on it) has been received at the address referred to in section 3.15(c) and the requirements of this section 3.15 have been met, provided that Sumitomo may in its sole discretion waive any or all of those requirements at any time; or
- (ii) in relation to a CHESS Holding, acceptance has been carried out in accordance with Rule 14.14 of the ASTC Settlement Rules.

### **3.16 The effect of acceptance**

(a) **Acceptance subject to withdrawal right and satisfaction or waiver of Conditions**

Once you have accepted the Offer, you will be able to revoke your acceptance at any time before the end of the Offer Period. After the Offer Period has ended, you will be unable to revoke your acceptance and, subject to the Conditions being satisfied or waived (where capable of being waived) by Sumitomo, a contract will result from your acceptance which will be binding on you.

(b) **Effect of Acceptance Form**

By signing and returning the Acceptance Form in accordance with section 3.6, and subject to the Conditions being satisfied or waived (where capable of being waived) by Sumitomo:

- (i) you authorise Sumitomo and each of its officers and agents to correct any errors in, or omissions from, the Acceptance Form necessary to:
  - A. make it an effective acceptance of the Offer in relation to such number of your Nufarm Shares comprising your Holding as you accepted under the Offer (subject to the operation of the Scale-Back, if applicable) (your “**Acceptance Shares**”) which is not in a CHES Holding; and
  - B. enable the transfer of your Acceptance Shares to Sumitomo; and
- (ii) if any of your Acceptance Shares is in a CHES Holding, you authorise Sumitomo and each of its officers and agents to:
  - A. instruct your Controlling Participant to give effect to your acceptance of the Offer for those Nufarm Shares under Rule 14.14 of the ASTC Settlement Rules; and
  - B. give to your Controlling Participant on your behalf any other instructions in relation to those Nufarm Shares which are contemplated by the sponsorship agreement between you and your Controlling Participant and are necessary or appropriate to facilitate your acceptance of the Offer.

(c) **Your agreement**

By signing and returning the Acceptance Form or otherwise accepting the Offer in accordance with section 3.15, and subject to the Conditions being satisfied or waived (where capable of being waived) by:

- (i) you accept the Offer in respect of, and subject to all of the Conditions being fulfilled or waived and your withdrawal right under section 3.11, and agree to transfer to Sumitomo, your Acceptance Shares;
- (ii) you represent and warrant to Sumitomo as a fundamental condition going to the root of the contract resulting from your acceptance that all of your Acceptance Shares will, at the time of your acceptance of the Offer and of transfer to Sumitomo, be fully paid up and that Sumitomo will acquire good title to and beneficial ownership of them free from Encumbrances and that you have paid to Nufarm all amounts which are due for payment in respect of your Acceptance Shares;
- (iii) you represent and warrant to Sumitomo that you have full power and capacity to accept the Offer and to sell and transfer the legal and beneficial ownership in your Acceptance Shares to Sumitomo;
- (iv) you irrevocably authorise Sumitomo to notify Nufarm on your behalf that your address for the purpose of serving notices upon you in respect of your Acceptance Shares is the address specified by Sumitomo in the notification;
- (v) if and when a contract arises at the end of the Offer Period as a result of your acceptance of the Offer Sumitomo will be entitled to all Rights attaching to or arising from Nufarm Shares acquired by Sumitomo pursuant to the Offer (even though Sumitomo has not yet provided the consideration due to you) and you irrevocably appoint Sumitomo and each director of, and any nominee of, Sumitomo severally as your agent and attorney on your behalf to:
  - A. exercise all your powers and rights in relation to your Acceptance Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in respect of your Acceptance Shares at all general and class meetings of Nufarm or appoint a proxy or proxies to attend and vote in the

manner directed by Sumitomo on your behalf in respect of your Acceptance Shares at any such meeting and to request Nufarm to register, in the name of Sumitomo or its nominee, your Acceptance Shares, as appropriate, with full power of substitution;

- B. execute all forms, notices, documents (including a document appointing a director of Sumitomo as a proxy for any of your Acceptance Shares) and resolutions relating to your Acceptance Shares and generally to exercise all powers and rights which you have as the registered holder of your Acceptance Shares; and
- (vi) you agree that in exercising the powers conferred by the power of attorney set out in paragraph (v) above, Sumitomo and each of its directors and its nominees is entitled to act in the interests of Sumitomo;
  - (vii) you agree to do all such acts, matters and things that Sumitomo may require to give effect to the matters the subject of this section 3.16 (including the execution of a written form of proxy to the same effect as section 3.16 which complies in all respects with the requirements of the constitution of Nufarm) if requested by Sumitomo;
  - (viii) you represent and warrant to Sumitomo that your Acceptance Shares do not consist of separate parcels of securities;
  - (ix) if and when a contract arises at the end of the Offer Period as a result of your acceptance of the Offer (even though Sumitomo has not yet provided the consideration due to you), you agree not to attend or vote in person at any general or class meeting of Nufarm or to exercise or to purport to exercise, in person, by proxy or otherwise, any of the powers conferred on the directors of Sumitomo by paragraph (v) above; and
  - (x) if and when a contract arises at the end of the Offer Period as a result of your acceptance of the Offer (even though Sumitomo has not yet provided the consideration due to you), you authorise Sumitomo to transmit a message to ASX Settlement and Transfer Corporation Pty Limited in accordance with Rule 14.17.1 of the ASTC Settlement Rules so as to enter those of your Acceptance Shares which are in CHES Holding into Sumitomo's Offer Transferee Holding.

The undertakings and authorities referred to in this section 3.16 will remain in force after you receive the consideration for your Acceptance Shares and after Sumitomo becomes registered as the holder of your Acceptance Shares.

(d) **Powers of attorney**

If the Acceptance Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power.

(e) **Validation of otherwise ineffective acceptances**

Except in relation to Nufarm Shares in a CHES Holding, Sumitomo may treat the receipt by it of a signed Acceptance Form as a valid acceptance of the Offer even though it does not receive the other documents required by the instructions on the Acceptance Form or there is not compliance with any one or more of the other requirements for acceptance. If Sumitomo does treat such an Acceptance Form as valid, subject to section 3.13, Sumitomo will not be obliged to give the consideration to you until Sumitomo receives all those documents and all of the requirements for acceptance referred to in section 3.15 and in the Acceptance Form have been met.

### **3.17 Notices**

- (a) Any notice, nomination, or other communication to be given by Sumitomo to you under the Offer will be deemed to be duly given if it is given in writing and is signed or purports to be signed (whether in manuscript, printed or reproduced form) on behalf of Sumitomo by any of its directors or managers and is delivered to or sent by post in a pre-paid envelope or by courier to your address as recorded on the Nufarm Share Register.
- (b) Any notice or other communication given by you to Sumitomo in connection with the Offer will be deemed to be duly given if it is in writing and is sent by mail to the following address:

Sumitomo Offer  
C/- Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

- (c) If for any other reason Sumitomo does not acquire the Nufarm Shares to which your Acceptance Form relates, Sumitomo will, at its election, either dispatch at your risk your Acceptance Form together with all other documents forwarded by you, to your address as shown on the Acceptance Form or such other address as you may notify in writing to Sumitomo by, where such address is inside Australia, pre-paid ordinary post, or where such address is outside Australia, pre-paid airmail, or destroy those documents and notify the ASX of this.
- (d) All costs and expenses of the preparation, dispatch and circulation of the Offer and all stamp duty payable in respect of a transfer of your Acceptance Shares in respect of which the Offer is accepted, will be paid by Sumitomo.

### **3.18 Brokerage**

No brokerage is payable by you as a consequence of accepting the Offer.

If your Holding is registered in an Issuer Sponsored Holding in your name and you deliver them directly to Sumitomo, you will not incur any brokerage in connection with your acceptance of the Offer.

If your Holding is registered in a CHESS Holding, or if you are a beneficial owner whose Nufarm Shares are registered in the name of a broker, bank, custodian or other nominee, no brokerage is payable by you but you should ask your Controlling Participant or that nominee whether it will charge any transaction fees.

### **3.19 Governing law**

The Offer and any contract that results from your acceptance of the Offer are governed by the laws in force in Victoria.

### **3.20 Foreign laws**

This Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of this Offer Document being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this Offer.

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#### 4. Glossary

<b>Term</b>	<b>Meaning</b>
<b>\$</b>	The lawful currency of Australia, unless otherwise indicated.
<b>ABN</b>	Australian Business Number.
<b>ACCC</b>	Australian Competition and Consumer Commission.
<b>Acceptance Form</b>	The form of acceptance enclosed with this Offer Document.
<b>Acceptance Shares</b>	Has the meaning given in section 3.16(b).
<b>ACN</b>	Australian Company Number.
<b>Announcement Date</b>	22 January 2010.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Associate</b>	Has the meaning given in section 12(2) of the Corporations Act.
<b>ASTC</b>	ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.
<b>ASTC Settlement Rules</b>	The operating rules of the settlement facility provided by ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.
<b>ASX</b>	ASX Limited ABN 98 008 624 691 or the securities market operated by ASX Limited ABN 98 008 624 691, as the context requires.
<b>Broker</b>	A member organisation admitted to participate in CHESS under the ASTC Settlement Rules.
<b>Business Day</b>	A day which is a business day under the Listing Rules.
<b>CHESS</b>	Clearing House Electronic Subregister System operated by ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.
<b>CHESS Holding</b>	Has the meaning set out in the ASTC Settlement Rules.

<b>Term</b>	<b>Meaning</b>
<b>Competing Transaction</b>	<p>Any proposal by a Third Party in relation to a transaction or arrangement under which if the transaction or arrangement is entered into or completed:</p> <ul style="list-style-type: none"> <li>(b) a person would acquire (whether directly or indirectly) or become the holder of, or otherwise have a right to acquire or have an economic interest in all or a substantial part of the business conducted by Nufarm or Nufarm's assets;</li> <li>(c) a person would acquire a Relevant Interest in, or voting power of, 20% or more of all Nufarm Shares; or</li> <li>(d) a person would otherwise acquire, or merge with, Nufarm or any of its Subsidiaries.</li> </ul>
<b>Conditions</b>	The conditions of the Offer as set out in sections 3.2(d), 3.3, and 3.6, of this Offer Document.
<b>Condition Waiver Notice</b>	Has the meaning given in section 3.9.
<b>Controlling Participant</b>	In relation to your Holding, means the Participant that has the capacity in CHESS to transfer your Nufarm Shares (usually your Broker).
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Encumbrance</b>	Any of a mortgage, charge, pledge, lien, encumbrance, security interest, title retention, preferential right, trust arrangement, contractual right of set-off, or any other security agreement or arrangement in favour of any person, whether registered or unregistered.

<b>Term</b>	<b>Meaning</b>
<b>Excluded Foreign Shareholder</b>	<p>A Nufarm Shareholder:</p> <p>(a) except as set out in paragraphs (b) or (c), whose address as shown in the Nufarm Share Register is in a jurisdiction other than Australia, New Zealand, Singapore or the United States;</p> <p>(b) whose address as shown on the Nufarm Share Register is in the United Kingdom, other than where such Nufarm Shareholder is a professional falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “<b>Order</b>”), or a person falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc”) of the Order; and</p> <p>(c) whose address as shown on the Nufarm Share Register is in Hong Kong, other than where such Nufarm Shareholder is a professional investor, as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).</p>
<b>GST</b>	Goods and services tax imposed under the A New Tax system (Goods and Services Tax) Act 1999 (Cth) and the related imposition acts of the Commonwealth of Australia.
<b>Holder Identification Number</b>	Has the meaning given to "HIN" as set out in the ASTC Settlement Rules.
<b>Holding</b>	The total number of Nufarm Shares held by you or the relevant Nufarm Shareholder at the Record Date.
<b>Listing Rules</b>	The official listing rules of the ASX.
<b>Maximum Purchase Condition</b>	The condition set out in section 3.2(d) of this Offer Document.
<b>Nufarm</b>	Nufarm Limited ACN 091 323 312.
<b>Nufarm Board</b>	The board of directors of Nufarm.
<b>Nufarm Group</b>	Nufarm and its Subsidiaries.
<b>Nufarm Share</b>	A fully paid ordinary share in Nufarm.
<b>Nufarm Shareholder</b>	A person who is registered in the Nufarm Share Register as a holder of Nufarm Shares.

<b>Term</b>	<b>Meaning</b>
<b>Nufarm Share Register</b>	The register of members of Nufarm maintained by or on behalf of Nufarm in accordance with the Corporations Act.
<b>Offer</b>	The offer by Sumitomo to acquire 20% of your Holding (or such greater or lesser number of your Nufarm Shares as you are willing to sell) on the terms set out in section 3 of this Offer Document.
<b>Offer Date</b>	12 March 2010.
<b>Offer Document</b>	This Offer Document in respect of the Offer given by Sumitomo in compliance with the requirements of Division 5A of Part 7.9 of the Corporations Act.
<b>Offer Period</b>	The period the Offer is open for acceptance being the period from the Offer Date and ending at 7 pm (Melbourne time) on 9 April 2010.
<b>Offer Price</b>	\$14 in cash for each Nufarm Share purchased by Sumitomo under the Offer.
<b>Offer Transferee Holding</b>	The CHESS Holding to which Nufarm Shares are to be transferred after acceptance of the Offer.
<b>Over-Electing Shareholder</b>	Has the meaning given in Section 1 in the Question “What is the Scale-Back and how does it work?”.
<b>Over-Elected Shares</b>	Has the meaning given in Section 1 in the Question “What is the Scale-Back and how does it work?”.
<b>Participant</b>	An entity admitted to participate in CHESS under the ASTC Settlement Rules.
<b>Record Date</b>	12 March 2010.
<b>Registry</b>	Computershare Investor Services Pty Limited ACN 078 279 277.
<b>Regulatory Condition</b>	The defeating condition to the Offer titled “Competition Regulators” set out in section 3.6.
<b>Relevant Interest</b>	Has the meaning given in sections 608 and 609 of the Corporations Act.
<b>Related Bodies Corporate</b>	Has the meaning set out in section 50 of the Corporations Act.
<b>Relevant Interest</b>	Has the meaning given in sections 608 and 609 of the Corporations Act.

<b>Term</b>	<b>Meaning</b>
<b>Rights</b>	All accretions, rights or benefits of whatever kind attaching to or arising from Nufarm Shares directly or indirectly on or after the Announcement Date (including, without limitation, all rights to receive dividends, bonuses or other share of Nufarm' profits or capital as well as all rights to receive or subscribe for shares, stock units, note, bonds, options or other securities and all other distributions or entitlements declared, paid, issued or made by Nufarm or any of its Subsidiaries).
<b>Scale-Back</b>	The mechanism to ensure that Sumitomo does not acquire more than 20% of the Nufarm Shares on issue as specified in section 3.3.
<b>Scale-Back Condition</b>	The Condition set out in section 3.3 of this Offer Document.
<b>Securityholder Reference Number</b>	Has the meaning given to "SRN" as set out in the ASTC Settlement Rules.
<b>Subsidiary</b>	Has the meaning given to that term in section 9 of the Corporations Act.
<b>Sumitomo</b>	Sumitomo Chemical Company Limited.
<b>Sumitomo Group</b>	Sumitomo and its Subsidiaries.
<b>Third Party</b>	A party other than Sumitomo (or an Associate of Sumitomo).
<b>VWAP</b>	Volume weighted average price.

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## 5. Interpretation

Terms used in this Offer Document have the meaning (if any) given to them in Chapter 6 of the Corporations Act, the Listing Rules or the ASTC Settlement Rules unless that meaning is inconsistent with the context in which the term is used.

In this Offer Document (including the Offer) and the Acceptance Form, the following principles of interpretation apply unless the context otherwise requires:

- (a) headings are for convenience only and do not affect the meaning of the paragraphs they introduce;
- (b) the singular includes the plural and vice versa;
- (c) words importing any gender include any other genders;
- (d) references to persons includes any corporation, partnership, joint venture, association or other bodies corporate and vice versa;
- (e) appendices and annexures to this Offer Document form part of this Offer Document;
- (f) a reference to a section is to a section of this Offer Document;
- (g) references to paragraphs are to paragraphs in the Offer Document;
- (h) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (i) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, but not limited to, persons taking by novation) and assigns;
- (j) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;
- (k) a reference to any instrument or document includes any variation or replacement of it;
- (l) a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually;
- (m) a reference to time is a reference to Melbourne time; and
- (n) references to "dollar" or "cents" or "\$" are references to Australian currency.

To the extent permissible under applicable law, this Offer Document (including the Offer) and the Acceptance Form are governed by Victorian law.

## Withdrawal/Amendment Form

THIS DOCUMENT IS IMPORTANT.  
IF YOU DO NOT UNDERSTAND IT PLEASE  
CONSULT YOUR PROFESSIONAL ADVISER.  
Please refer to the instructions on the back of this form.

Please insert your name and address details

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Please insert your Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

I/we accept the following number or percentage of my/our Nufarm Shares into the Offer on the terms and conditions set out in the Tender Offer Document (subject to Scale-Back):

NOTE: Complete either **B** OR **C** (NOT BOTH) when selecting the number of Nufarm Shares you wish to accept into the Offer.

<b>A</b>	The number of Nufarm Shares that you held as at 7.00pm (Melbourne time) on 12 March 2010 and that you may accept into the Offer	<input type="text"/>
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<b>B</b>	Place a mark X to accept 20% of your Nufarm Shares into the Offer	<input type="checkbox"/>	<input type="text"/>
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<b>C</b>	or a number of Nufarm Shares of your choosing, not more than <b>A</b> above	<input type="text"/>
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<b>D</b>	Please provide the contact details of the person you authorise us to speak to about your Withdrawal/Amendment Form		
	<input type="text"/>	<input type="text"/>	/ / <input type="text"/>
	Contact Name	Contact Daytime Telephone	Date

<b>E</b>	Please sign within the appropriate boxes below		
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Individual or Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
	Sole Director and Sole Company Secretary	Director/Company Secretary	Director

Tick one box only. One box must be completed.

**Withdrawal:** I/we withdraw my/our previous acceptance into the Offer in accordance with the Tender Offer Document (complete Box E only).

OR

**Amendment:** I/we withdraw my/our previous acceptance into the Offer in accordance with the Tender Offer Document and wish to submit a replacement acceptance into the Offer as set out below (complete Boxes A to E).

**WITHDRAWAL / AMENDMENT FORMS MUST BE RECEIVED BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 9 APRIL 2010  
IN ACCORDANCE WITH THE INSTRUCTIONS ON THE REVERSE OF THIS FORM**



### Withdrawing or Amending your acceptance into the Offer

Nufarm Shareholders who have accepted into the Offer and who now wish to either withdraw or amend their acceptance into the Offer must lodge this Withdrawal/Amendment Form.

### How to complete the Withdrawal/Amendment Form

The instructions below are cross-referenced to the relevant section of this form. Defined terms have the same meaning as in the Tender Offer Document.

Please complete the form using black ink only. Mark only one of the two boxes:

**Withdrawal** – Tick the “Withdrawal” Box if you wish to withdraw your previous acceptance into the Offer and you do not wish to submit a replacement acceptance into the Offer.  
**Please complete Box E.**

or

**Amendment** – Tick the “Amendment” Box if you wish to amend your previous acceptance into the Offer and submit a replacement acceptance into the Offer.  
**Please complete Box A through to Box E.**

**A** Insert the total number of Nufarm Shares registered in your name as at 12 March 2010 that confer an entitlement to participate in the Offer. If you wish to participate in the Offer, you can accept into the Offer some or all of these Nufarm Shares by ticking the Amendment box and following the instructions set out below. If you need to check the total number of Nufarm Shares you may accept into the Offer, please call the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.

**B** Please mark an X in the box to accept 20% of your Nufarm Shares into the Offer.  
  
Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.

**C** If the option set out in **B** does not fit your objective then please insert the total number of Nufarm Shares you wish to accept into the Offer here. Such number of Nufarm Shares cannot be more than the number set out in **A**. If you have accepted into the Offer more than 20% of your Nufarm Shares, your acceptance into the Offer may be Scaled-Back on the terms and conditions set out in the Tender Offer Document.  
  
Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.

**D** Please provide the contact details of the person you authorise us to speak to about your Withdrawal/Amendment Form.

**E** You must sign this form in Box E. By signing and returning this Withdrawal/Amendment Form, you acknowledge that you have read and understood the Tender Offer Document and agree to accept into the Offer on the terms and conditions set out in the Tender Offer Document (including the warranties, authorisations and undertakings set out in Section 3.16 of the Tender Offer Document).

<b>Individual holders</b>	Where a holding is in one name, the registered shareholder must sign.
<b>Joint holders</b>	All holders must sign.
<b>Under Power of Attorney</b>	If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.
<b>Deceased Estate</b>	All executors should sign and, if not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.
<b>Company</b>	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

By signing this Withdrawal/Amendment Form you confirm that you are not an Excluded Foreign Shareholder and are not accepting any Nufarm Shares into the Offer by means of this Withdrawal/Amendment Form on behalf of or for the account of an Excluded Foreign Shareholder.

**Sumitomo Chemical Company Limited (Sumitomo) will not accept Withdrawal/Amendment Forms from any Excluded Foreign Shareholder or from any person on behalf of or for the account of an Excluded Foreign Shareholder.**

### Payment for Nufarm Shares acquired by Sumitomo

Sumitomo expects to dispatch payment for Nufarm Shares acquired by Sumitomo by no later than 15 April 2010.

### Submitting your Withdrawal/Amendment Form

#### CHESSE Holdings

You will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Withdrawal/Amendment Form no later than 7.00pm (Melbourne Time) on Friday, 9 April 2010.

**Do not send your Withdrawal/Amendment Form to the Registry.**

#### Issuer Sponsored Holdings

Your completed Withdrawal/Amendment Form must be received no later than 7.00pm (Melbourne time) on Friday, 9 April 2010 at:

#### If sending by mail

Sumitomo Chemical Company Limited  
C/o Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 8060  
AUSTRALIA

#### If delivering in person (during business hours only)

Sumitomo Chemical Company Limited  
C/o Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
ABBOTSFORD VIC 3067

**This Withdrawal/Amendment Form relates to the Sumitomo Tender Offer Document dated 12 March 2010 and should be read in conjunction with that document.**

**If you require further information on how to complete this form please contact the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.**

**WITHDRAWAL/AMENDMENT FORMS MUST BE RECEIVED BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 9 APRIL 2010.**





THIS DOCUMENT IS IMPORTANT.  
IF YOU DO NOT UNDERSTAND IT PLEASE  
CONSULT YOUR PROFESSIONAL ADVISER.  
If you wish to participate in the Offer, you must instruct  
your controlling participant (normally your broker) to  
submit your Offer, for your Offer to be effective.  
Do NOT return this form to the Registry.  
Please refer to the instructions on the back of this form.  
Controlling participant as at 12 March 2010

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## Acceptance Form

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Please complete the following using black ink only

I/we accept the following number or percentage of my/our Nufarm Shares into the Offer on the terms and conditions set out in the Tender Offer Document (subject to Scale-Back):

NOTE: Complete either **B** OR **C** (NOT BOTH) when selecting the number of Nufarm Shares you wish to accept into the Offer.

<b>A</b>	The number of Nufarm Shares that you held as at 7.00pm (Melbourne time) on 12 March 2010 and that you may accept into the Offer	<input style="width: 95%; height: 20px;" type="text"/>
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<b>B</b>	Place a mark X to accept 20% of your Nufarm Shares into the Offer	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 95%; height: 20px;" type="text"/>
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<b>C</b>	or a number of Nufarm Shares of your choosing, not more than <b>A</b> above	<input style="width: 95%; height: 20px;" type="text"/>
----------	-----------------------------------------------------------------------------	--------------------------------------------------------

<b>D</b>	Please provide the contact details of the person you authorise us to speak to about your Acceptance Form		
	Contact Name	Contact Daytime Telephone	Date

<b>E</b>	Please sign within the appropriate boxes below		
	Individual or Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
	Sole Director and Sole Company Secretary	Director/Company Secretary	Director

### Important

Receipt of this Acceptance Form by 7.00pm (Melbourne time) on Friday, 9 April 2010 will constitute acceptance of the terms and conditions set out in the Tender Offer Document dated 12 March 2010.

ACCEPTANCE FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 9 APRIL 2010

## How to complete this Acceptance Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Tender Offer Document.

Please complete the form using black ink only.

<b>A</b> This is the total number of Nufarm Shares registered in your name as at 7.00pm (Melbourne time) on the Record Date that confer an entitlement to participate in the Offer. If you wish to participate in the Offer, you can accept into the Offer for some or all of these Nufarm Shares (by following the instructions set out below). If you need to check the total number of Nufarm Shares you may accept into the Offer, please call the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.											
<b>B</b> Please mark an X in the box to accept 20% of your Nufarm Shares into the Offer.  Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.	<b>C</b> If the option set out in <b>B</b> does not fit your objective then please insert the total number of Nufarm Shares you wish to accept into the Offer here. Such number of Nufarm Shares cannot be more than the number set out in <b>A</b> . If you have accepted into the Offer more than 20% of your Nufarm Shares, your acceptance into the Offer may be Scaled-Back on the terms and conditions set out in the Tender Offer Document.  Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.										
<b>D</b> Please provide the contact details of the person you authorise us to speak to about your Acceptance Form.											
<b>E</b> You must sign this form in Box E. By signing and returning this Acceptance Form, you acknowledge that you have read and understood the Tender Offer Document and agree to accept into the Offer on the terms and conditions set out in the Tender Offer Document (including the warranties, authorisations and undertakings set out in Section 3.16 of the Tender Offer Document). <table border="0"><tr><td><b>Individual holders</b></td><td>Where a holding is in one name, the registered shareholder must sign.</td></tr><tr><td><b>Joint holders</b></td><td>All holders must sign.</td></tr><tr><td><b>Under Power of Attorney</b></td><td>If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.</td></tr><tr><td><b>Deceased Estate</b></td><td>All executors should sign and, if not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.</td></tr><tr><td><b>Company</b></td><td>This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.</td></tr></table> <p>By signing this Acceptance Form you confirm that you are not an Excluded Foreign Shareholder and are not accepting any Nufarm Shares into the Offer by means of this Acceptance Form on behalf of or for the account of an Excluded Foreign Shareholder.</p>		<b>Individual holders</b>	Where a holding is in one name, the registered shareholder must sign.	<b>Joint holders</b>	All holders must sign.	<b>Under Power of Attorney</b>	If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.	<b>Deceased Estate</b>	All executors should sign and, if not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.	<b>Company</b>	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.
<b>Individual holders</b>	Where a holding is in one name, the registered shareholder must sign.										
<b>Joint holders</b>	All holders must sign.										
<b>Under Power of Attorney</b>	If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.										
<b>Deceased Estate</b>	All executors should sign and, if not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.										
<b>Company</b>	This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.										

**Sumitomo Chemical Company Limited (Sumitomo) will not accept Acceptance Forms from any Excluded Foreign Shareholder or from any person on behalf of or for the account of an Excluded Foreign Shareholder.**

### Payment for Nufarm Shares acquired by Sumitomo

Sumitomo expects to dispatch payment for Nufarm Shares acquired by Sumitomo by no later than 15 April 2010.

### Submitting your Acceptance Form

You will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Acceptance Form no later than 7.00pm (Melbourne time) on Friday, 9 April 2010.

**DO NOT RETURN THIS FORM TO SUMITOMO OR THE REGISTRY**  
**This Acceptance Form relates to the Sumitomo Tender Offer Document dated**  
**12 March 2010 and should be read in conjunction with that document.**

If you require further information on how to complete this form please contact the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.

**ACCEPTANCE FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 9 APRIL 2010.**



## How to complete this Acceptance Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Tender Offer Document.

Please complete the form using black ink only.

**A** This is the total number of Nufarm Shares registered in your name as at 7.00pm (Melbourne time) on the Record Date that confer an entitlement to participate in the Offer. If you wish to participate in the Offer, you can accept into the Offer for some or all of these Nufarm Shares (by following the instructions set out below). If you need to check the total number of Nufarm Shares you may accept into the Offer, please call the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.

**B** Please mark an X in the box to accept into the Offer 20% of your Nufarm Shares.

Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.

**C** If the option set out in **B** does not fit your objective then please insert the total number of Nufarm Shares you wish to accept into the Offer here. Such number of Nufarm Shares cannot be more than the number set out in **A**. If you have accepted into the Offer more than 20% of your Nufarm Shares, your acceptance into the Offer may be Scaled-Back on the terms and conditions set out in the Tender Offer Document.

Do NOT complete both Box B and Box C. If you do complete both Box B and Box C, then Box C will prevail over Box B. In other words, you will be taken to have accepted the number of Nufarm Shares in Box C into the Offer.

**D** Please provide the contact details of the person you authorise us to speak to about your Acceptance Form.

**E** You must sign this form in Box E. By signing and returning this Acceptance Form, you acknowledge that you have read and understood the Tender Offer Document and agree to accept into the Offer on the terms and conditions set out in the Tender Offer Document (including the warranties, authorisations and undertakings set out in Section 3.16 of the Tender Offer Document).

**Individual holders** Where a holding is in one name, the registered shareholder must sign.

**Joint holders** All holders must sign.

**Under Power of Attorney** If not already noted by the Registry, an originally certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power.

**Deceased Estate** All executors should sign and, if not already noted by the Registry, send an originally certified copy of probate or letters of administration to the Registry.

**Company** This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

By signing this Acceptance Form you confirm that you are not an Excluded Foreign Shareholder and are not accepting any Nufarm Shares into the Offer by means of this Acceptance Form on behalf of or for the account of an Excluded Foreign Shareholder.

**Sumitomo Chemical Company Limited (Sumitomo) will not accept Acceptance Forms from any Excluded Foreign Shareholder or from any person on behalf of or for the account of an Excluded Foreign Shareholder.**

### Payment for Nufarm Shares acquired by Sumitomo

Sumitomo expects to dispatch payment for Nufarm Shares acquired by Sumitomo by no later than 15 April 2010.

### Submitting your Acceptance Form

Send your completed and signed Acceptance Form or, if mailing in Australia, use the enclosed reply-paid envelope so that your Acceptance Form is received no later than 7.00pm (Melbourne time) on Friday, 9 April 2010.

#### If sending by mail

Sumitomo Chemical Company Limited  
C/o Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 3001  
AUSTRALIA

#### If delivering in person

**(during business hours only)**  
Sumitomo Chemical Company Limited  
C/o Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
ABBOTSFORD VIC 3067

This Acceptance Form relates to the Sumitomo Tender Offer Document dated 12 March 2010 and should be read in conjunction with that document.

If you require further information on how to complete this form please contact the Offer Information Line on 1300 150 135 (within Australia) or +61 3 9946 4459 (from outside Australia) between 9.00am and 5.00pm (Melbourne time) Monday to Friday.

**ACCEPTANCE FORMS MUST BE RECEIVED BY THE REGISTRY BY 7.00PM (MELBOURNE TIME) ON FRIDAY, 9 APRIL 2010.**