

## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **Nufarm Limited (Nufarm)**ACN/ARSN **ACN 091 323 312**

## 1. Details of substantial holder (1)

Name **Sumitomo Chemical Company, Limited (Sumitomo) on its own behalf and on behalf of each of its subsidiaries listed in Annexure A (Sumitomo Group)**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **10 June 2011**The previous notice was given to the company on **11 May 2011**The previous notice was dated **10 May 2011**

## 2. Previous and present voting power

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

| Class of securities (4) | Previous notice |                  | Present Notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting Power (5) | Person's votes | Voting power (5) |
| Ordinary shares         | 56,855,146      | 21.71%           | 60,210,136     | 23.00%           |

## 3. Changes in relevant interests

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

| Date of change | Person whose relevant interest changed | Nature of change (6)                    | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|-----------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 31 May 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$201,423.58<br>(\$4.82 per ordinary share)   | 41,769 ordinary shares                  | 41,769                  |
| 31 May 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$201,423.58<br>(\$4.82 per ordinary share)   | 41,769 ordinary shares                  | 41,769                  |
| 1 June 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$1,497,094.44<br>(\$4.94 per ordinary share) | 303,221 ordinary shares                 | 303,221                 |
| 1 June 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$1,497,094.44<br>(\$4.94 per ordinary share) | 303,221 ordinary shares                 | 303,221                 |
| 2 June 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$1,747,758.95<br>(\$4.99 per ordinary share) | 350,000 ordinary shares                 | 350,000                 |
| 2 June 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$1,747,758.95<br>(\$4.99 per ordinary share) | 350,000 ordinary shares                 | 350,000                 |
| 3 June 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$1,274,531.00<br>(\$5.10 per ordinary share) | 250,000 ordinary shares                 | 250,000                 |
| 3 June 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$1,274,531.00<br>(\$5.10 per ordinary share) | 250,000 ordinary shares                 | 250,000                 |
| 6 June 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$1,586,494.41<br>(\$5.12 per ordinary share) | 310,000 ordinary shares                 | 310,000                 |
| 6 June 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$1,586,494.41<br>(\$5.12 per ordinary share) | 310,000 ordinary shares                 | 310,000                 |
| 7 June 2011    | Sumitomo Chemical Company Limited      | On market purchase                      | \$1,530,852.95<br>(\$5.10 per ordinary share) | 300,000 ordinary shares                 | 300,000                 |
| 7 June 2011    | Nufarm Limited                         | On market purchase by Sumitomo as above | \$1,530,852.95<br>(\$5.10 per ordinary share) | 300,000 ordinary shares                 | 300,000                 |

|              |                                   |                                         |                                                         |                         |         |
|--------------|-----------------------------------|-----------------------------------------|---------------------------------------------------------|-------------------------|---------|
| 8 June 2011  | Sumitomo Chemical Company Limited | On market purchase                      | share)<br>\$1,792,739.88<br>(\$5.12 per ordinary share) | 350,000 ordinary shares | 350,000 |
| 8 June 2011  | Nufarm Limited                    | On market purchase by Sumitomo as above | \$1,792,739.88<br>(\$5.12 per ordinary share)           | 350,000 ordinary shares | 350,000 |
| 9 June 2011  | Sumitomo Chemical Company Limited | On market purchase                      | \$3,504,535.30<br>(\$5.01 per ordinary share)           | 700,000 ordinary shares | 700,000 |
| 9 June 2011  | Nufarm Limited                    | On market purchase by Sumitomo as above | \$3,504,535.30<br>(\$5.01 per ordinary share)           | 700,000 ordinary shares | 700,000 |
| 10 June 2011 | Sumitomo Chemical Company Limited | On market purchase                      | \$3,632,550.33<br>[\$4.84 per ordinary share)           | 750,000 ordinary shares | 750,000 |
| 10 June 2011 | Nufarm Limited                    | On market purchase by Sumitomo as above | \$3,632,550.33<br>[\$4.84 per ordinary share)           | 750,000 ordinary shares | 750,000 |

#### 4. Present relevant interests

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

| Holder of relevant interest       | Registered holder of securities   | Person entitled to be registered as holder (8) | Nature of relevant interest (6)                                                                                                                                                                                                                                                                                                                                                                                                                                            | Class and number of securities | Person's votes |
|-----------------------------------|-----------------------------------|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| Sumitomo Chemical Company Limited | Equitas Nominees Pty Limited      | Sumitomo Chemical Company Limited              | Relevant Interest under s608(1) of the Corporations Act.                                                                                                                                                                                                                                                                                                                                                                                                                   | 3,354,990 ordinary shares      | 3,354,990      |
| Sumitomo Chemical Company Limited | Sumitomo Chemical Company Limited | Sumitomo Chemical Company Limited              | Registered Holder                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 56,855,146 ordinary shares     | 56,855,146     |
| Nufarm Limited                    | Equitas Nominees Pty Limited      | Sumitomo Chemical Company Limited              | Nufarm has a relevant interest in the shares held by Sumitomo. The relevant interest arises under a Shareholder Deed dated 22 January 2010 between Nufarm and Sumitomo which contains certain obligations relating to the voting and disposal of shares in Nufarm by Sumitomo.<br><br>A copy of the Shareholder Deed was provided to the ASX on 1 February 2010 and sent to Nufarm shareholders for the purpose of the extraordinary general meeting held on 2 March 2010. | 3,354,990 ordinary shares      | 3,354,990      |
| Nufarm Limited                    | Sumitomo Chemical Company Limited | Sumitomo Chemical Company Limited              | As above.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 56,855,146 ordinary shares     | 56,855,146     |

#### 5. Changes in association

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

|                                    |                       |
|------------------------------------|-----------------------|
| Name and ACN/ ARSN (if applicable) | Nature of association |
| Not applicable                     | Not applicable        |

**6. Addresses**

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

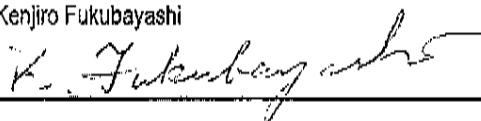
| Name                               | Address                                                |
|------------------------------------|--------------------------------------------------------|
| Sumitomo Chemical Company, Limited | 27-1, Shinkawa 2-chome, Chuo-ku, Tokyo 104-8260, Japan |
| Nufarm Limited                     | 103-105 Pipe Road, Laverton North, Victoria 3026       |

**Signature**

print name Kenjiro Fukubayashi

capacity: Authorised Representative

sign here



date 14 June 2011

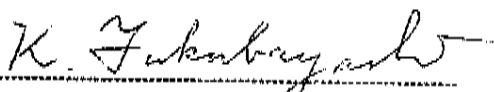
### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

This is Annexure A of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 14 June 2011



As authorised representative of Sumitomo Chemical Company, Limited.

The following persons are substantial holders by virtue of being associates of each other, pursuant to section 12(2)(a)(i),(ii) and (iii), section 12(2)(b) or section 12(2)(c) of the Corporations Act 2001:

|                                                            |   |
|------------------------------------------------------------|---|
| Asahi Chemical Co                                          | 0 |
| Sumika Acryl Co., Ltd                                      | 0 |
| Sumika Alchem Co., Ltd                                     | 0 |
| Sumika High-Purity Gas Company (*)                         |   |
| Sumika Bayer Urethane Co., Ltd                             |   |
| Ceratec Co., Ltd                                           | 0 |
| Nihon Ammonia Terminal Co., Ltd                            |   |
| Nihon Methacryl Monomer Co., Ltd                           |   |
| Sumitomo Chemical Singapore Pte, Ltd                       | 0 |
| Singapore Methyl Methacrylate Pte Ltd                      |   |
| Sumipex (Thailand) Co., Ltd                                |   |
| Sumipex TeckSheet Co., Ltd                                 | 0 |
| Thermo Co., Ltd                                            | 0 |
| San Terra Co., Ltd                                         |   |
| Sumika-kakoushi Co., Ltd                                   | 0 |
| Sumika Color Co., Ltd                                      |   |
| Sumika Middle East Co., Ltd                                | 0 |
| Sumika Plastech Co., Ltd                                   | 0 |
| Sumika Rabigh Industrial Park Development Company, Limited | 0 |
| Sumika Styron Polycarbonate Limited                        |   |
| Japan Aldehyde Co., Ltd                                    |   |
| Nippon A&L Inc                                             |   |
| Nihon Oxirane Co., Ltd                                     |   |
| NOC Asia Limited                                           |   |
| Japan-Singapore Petrochemicals Co., Ltd                    |   |
| Nihon Singapore Polyolefin Co., Ltd                        |   |
| Petrochemicals Corporation of Singapore (Pte) Ltd          |   |
| Phillips Sumika Polypropylene Company                      |   |
| Sumika Polymers America Corporation                        |   |
| The Polyolefin Company (Singapore) Pte Ltd                 |   |
| Zhuhai Sumika Polymer Compounds Co., Ltd                   |   |
| Sumika Polymer Compounds America inc                       |   |
| Sumika Polymer Compounds (Thailand) Co., Ltd               |   |
| Sumika Polymer Compounds Europe Limited                    |   |
| Sumitomo Chemical Polymer Compounds Saudi Arabia Co. Ltd   |   |
| Sumitomo Chemical Asia Pte Ltd                             | 0 |
| Rabigh Conversion Industry Management Services Company     |   |
| Sumika Chemtex Co., Ltd                                    | 0 |
| Sumitomo Chemical Europe S.A/N.V                           | 0 |
| Bara Chemical Co., Ltd                                     |   |
| O.L.S Co., Ltd                                             |   |
| Sumika-Radel Company                                       |   |
| Sumika Huabrei Electronic Materials (Beijing) Co., Ltd     | 0 |
| Cambridge Display Technology Ltd                           | 0 |
| EGS Co., Ltd                                               | 0 |
| Nihama Coal Center Co., Ltd                                |   |
| Chiba General Service Co., Ltd                             | 0 |
| Osaka General Service Co., Ltd                             | 0 |

|                                                         |   |
|---------------------------------------------------------|---|
| Sumika Electronic Materials (Shanghai) Co., Ltd         |   |
| Sumika Electronic Materials (Hefei) Co., Ltd            |   |
| Sumika Electronic Materials (Shenzhen) Co., Ltd         |   |
| Sumika Electronic Materials (Wuxi) Co., Ltd             | 0 |
| Sumika Electronic Materials Trading (Shanghai) Co., Ltd | 0 |
| Sumika Technology Co., Ltd                              |   |
| Dongwoo Fine-Chem Co., Ltd                              | 0 |
| Dongwoo Fine-Chem Slovakia, S.I.O                       | 0 |
| Sumika Electronic Materials, Inc.                       | 0 |
| Sumika Electronic Materials Poland Sp. Zoo              | 0 |
| Sumika Agro Manufacturing Ltd                           |   |
| Sumika Enviro Science Co., Ltd                          | 0 |
| Sumitomo Chemical Garden Products Inc.                  | 0 |
| Sumika Agrotech Co., Ltd                                | 0 |
| Sumika Life Tech Co., Ltd                               | 0 |
| Nihon Ecoagro Co., Ltd                                  | 0 |
| Nippo Green & Garden Co., Ltd                           | 0 |
| Yashima Sangyo Co., Ltd                                 | 0 |
| Rainbow Chemical Co., Ltd                               |   |
| KenoGrad S.A                                            |   |
| Shanghai life Tech Household Products Co., Ltd          | 0 |
| Sumitomo Chemical Agro Seoul, Ltd                       | 0 |
| Sumitomo Chemical Agro Europe S.A.S                     | 0 |
| Sumitomo Chemical India Private Limited                 | 0 |
| Sumitomo Chemical Enviro-Agro Asia Pacific Sdn. Bhd.    | 0 |
| Sumitomo Chemical Australia Pty Ltd                     | 0 |
| Sumitomo Chemical (Shanghai) Co., Ltd                   | 0 |
| Sumitomo Chemical (Thailand) Co., Ltd                   | 0 |
| Sumitomo Chemical Taiwan Co., Ltd                       | 0 |
| Sumitomo Chemical Philippines, Incorporated             | 0 |
| Sumitomo Chemical Do Brazil Representacoes Ltda         | 0 |
| Sumitomo Chemical Vietnam Co., Ltd                      | 0 |
| Sumitomo Chemical (UK) plc                              | 0 |
| SC Enviro Agro India Private Limited                    | 0 |
| New Chemi Industries                                    | 0 |
| Philagro South Africa (Pty) Ltd                         |   |
| Sumitomo Chemical Italia s.r.l.                         | 0 |
| Philagro France S.A.S                                   |   |
| Philagro Holding S.A.                                   |   |
| Valent USA Corp                                         | 0 |
| Valent Biosciences Corp                                 | 0 |
| Dalian Sumika Chemphy                                   |   |
| Dalian Sumika Jingang Chemicals Co Ltd                  |   |
| Nihon Medi-Physics Co., Ltd                             |   |
| Sumika Finance Co., Ltd                                 | 0 |
| Sumitomo Chemical Capital America, Inc                  | 0 |
| Sumika logistics Co., Ltd                               | 0 |
| Keiyo Ethylene Co., Ltd                                 |   |

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|------------------------------------------------------|---|
| Sumika Assembly Techno Co                            | 0 |
| Sumika Technoservice Corporation                     | 0 |
| Ohita General Services Co., Ltd                      | 0 |
| Ciatec, Ltd                                          | 0 |
| Sumika Technical Information Service, Inc            | 0 |
| Sumika Chemical Analysts Service, Ltd                | 0 |
| Sumitomo Chemical Engineering Co., Ltd               | 0 |
| Sumitomo Chemical Intellectual Property Service, Ltd | 0 |
| Sumitomo Chemical America, Inc.                      | 0 |
| Sumitomo Joint Electronic Power Co., Ltd             | 0 |
| Sumitomo Chemical Systems Service Co., Ltd           | 0 |
| Sumika Real Estate Co., Ltd                          | 0 |
| S.C.C Insurance Pte, Ltd                             | 0 |
| Career Support Co., Ltd                              |   |
| Sumika Human Support Co., Ltd                        | 0 |
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|---------------------------------------|--|
| Chiba Styrene Monomer Limited Company |  |
| Tobu Butadiene Co., Ltd               |  |
| Nihon Isobutylene Co., Ltd            |  |
| Evolue Japan Co., Ltd                 |  |
| Sumika Fukusai Aguro K.K              |  |
| T S Agro K.K                          |  |
| Vector Health International Limited   |  |
| AstraZeneca K.K                       |  |
|                                       |  |
| Rabigh Refining and Petrochemical Co  |  |
| Koei Chemical Co., Ltd                |  |
| Taoka Chemical Co., Ltd               |  |
| Dainippon Sumitomo Pharma Co., Ltd    |  |
| Shinto Paint Co., Ltd                 |  |
| Sumitomo Seika Chemicals Co., Ltd     |  |
| Sumitomo Bakelite Co., Ltd            |  |
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"0" denotes wholly owned subsidiary