

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	NUFARM LIMITED
ABN	37 091 323 312

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	DOUGLAS JOHN RATHBONE
Date of last notice	20/12/13

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Falls Creek No 2 P/L
Date of change	31 January 2014
No. of securities held prior to change	Indirect <ul style="list-style-type: none"> • Falls Creeks No.2 P/L 11,237,228 Ord Shares • Ann Rathbone (spouse) 65,784 Ord Shares • Darren Rathbone (Son) 18,252 Ord Shares • Bradley Rathbone (Son) 11,043 Ord Shares • Matthew Rathbone (Son) 17,909 Ord Shares • Fruitful Superannuation Pty Ltd 29,141 Ord Shares and 1,000 NSS • Dennis Rathbone (Father) 10,000 Ord Shares • Graeme Rathbone (Brother) 6,840 Ord Shares • Sadie Rathbone (Mother) 10,000 Ord Shares • Susan Rathbone (Sister-in-law) 6,311 Ord Shares • CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan 312,173 Ord Shares • Grapefull Pty Ltd 6,500 Ord Shares and 500 NSS

+ See chapter 19 for defined terms.

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	Direct Douglas John Rathbone 485,912 unquoted performance rights
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	8,382,940 Fully Paid Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$3.80 per share
No. of securities held after change	Indirect <ul style="list-style-type: none"> • Falls Creeks No.2 P/L 2,854,288 Ord Shares • Ann Rathbone (spouse) 65,784 Ord Shares • Darren Rathbone (Son) 18,252 Ord Shares • Bradley Rathbone (Son) 11,043 Ord Shares • Matthew Rathbone (Son) 17,909 Ord Shares • Fruitful Superannuation Pty Ltd 29,141 Ord Shares and 1,000 NSS • Dennis Rathbone (Father) 10,000 Ord Shares • Graeme Rathbone (Brother) 6,840 Ord Shares • Sadie Rathbone (Mother) 10,000 Ord Shares • Susan Rathbone (Sister-in-law) 6,311 Ord Shares • CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan 312,173Ord Shares • Grapefull Pty Ltd 6,500 Ord Shares and 500 NSS Direct Douglas John Rathbone 485,912 unquoted performance rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Douglas Rathbone has entered into a loan agreement with Credit Suisse AG (Loan Agreement). Concurrently with entering into the Loan Agreement, Mr Rathbone has entered into an associate derivative contract with reference to 2,854,288 shares in Nufarm
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Nature of interest	Derivative contract with Credit Suisse AG, Sydney Branch
Name of registered holder (if issued securities)	Falls Creeks No.2 P/L
Date of change	30 January 2014
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	2,854,288 ordinary shares in Nufarm
Interest acquired	N/A
Interest disposed	Interest under third party derivative contract in respect of 2,854,288 shares in Nufarm Limited
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Linked to Loan Agreement
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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