

# Form 604

## Corporations Act 2001 Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme **Nufarm Limited**

ACN/ARSN 091 323 312

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

Name **Nufarm Limited (Nufarm) including its associates.**

There was a change in the interests of the substantial holder on 6 November 2017

The previous notice was given to the company on 15 June 2011

The previous notice was dated 15 June 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	60,210,136	23%	60,210,136	19.27%

#### 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
6 November 2017	Sumitomo Chemical Company Limited (Sumitomo)	Allotment of new shares issued under the institutional component of Nufarm's entitlement offer (as first announced to ASX on 24 October 2017) resulted in dilution of Sumitomo's holding.	N/A	N/A	N/A

#### 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	Sumitomo Chemical Company Limited	Sumitomo Chemical Company Limited	Registered Holder	60,210,136 ordinary shares	60,210,136
Nufarm Limited	Sumitomo Chemical	Sumitomo Chemical	Nufarm has a	60,210,136	60,210,136

	Company Limited	Company Limited	<p>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.</p> <p>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.</p>	ordinary shares	
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**5. Changes in association**

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

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

**6. Addresses**

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

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

**Signature**

print name      Rodney Heath      capacity    Company Secretary

sign here



date    8 November 2017

## 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 because of which the change in 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.