

# Form 604

Corporations Law  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **INCITEC PIVOT LIMITED**

ACN/ARSN **004 080 264**

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

Name **PERPETUAL LIMITED and its related bodies corporate**

ACN (if applicable) **000 431 827**

There was a change in the interests of the Substantial holder on 05 / 08 / 2019

The previous notice was given to the company on 09 / 07 / 2019

The previous notice was dated 05 / 07 / 2019

### 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)
<b>Ordinary</b>	<b>126,995,672</b>	<b>7.91%</b>	<b>110,043,384</b>	<b>6.85%</b>

### 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 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
	<b>Refer annexure 3</b>				

### 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
	<b>Refer annexure 1 &amp; 2</b>				

## 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 (if applicable)	Nature of association
Perpetual Investment Management Limited	Related bodies corporate of Perpetual Limited
Perpetual Trustee Company Limited	Related bodies corporate of Perpetual Limited

## 6. Addresses

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

Name	Address
Perpetual Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Investment Management Limited	18/123 Pitt Street Sydney, NSW 2000
Perpetual Trustee Company Limited	18/123 Pitt Street Sydney, NSW 2000



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**Signature**

Print name **ELEANOR PADMAN**

Capacity **COMPANY SECRETARY**

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**ANNEXURE 1 - Perpetual Investments Account Codes & Details**

Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:

INTERNAL CODE	REGISTRATION DETAILS
17	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
26	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
33	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
118	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
212	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
649	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
650	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
652	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
653	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
651	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
654	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
670	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
695	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
774	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001

855	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2093	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2095	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2124	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2125	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2127	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2128	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2199	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2210	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2219	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2130	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2089	RBC Investor Services Australia Nominees Pty Limited <PICREDIT> GPO Box 5430 Sydney NSW 2001
2086	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001
106	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
133	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001

323	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
669	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
139	RBC Investor Services Australia Nominees Pty Ltd <PIQTE2 A/C> GPO Box 5430 Sydney NSW 2001
44	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
108	UBS Nominees Pty Ltd Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000
414	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
696	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
941	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000

**Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:**

ALL 'SS' CODES	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
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**Perpetual Investment Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:**

INTERNAL CODE	REGISTRATION DETAILS
227	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
248	BNP Paribas Noms Pty Ltd P.O. Box R209 Royal Exchange Sydney NSW 1225
702	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
740	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225

786	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2085	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2122	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2131	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
2216	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
220	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
221	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
222	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
224	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
2163	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2222	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
194	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
779	State Street Limited 420 George Street Sydney NSW 2000
2101	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2152	Northern Trust Company Melbourne Branch: HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001

2161	HSBC Custody Nominees (Australia) Limited GPO Box 5302 Sydney NSW 2001
2172	State Street Limited 420 George Street Sydney NSW 2000
210	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
215	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
230	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
231	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
392	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
394	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
449	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
773	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
788	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
791	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2100	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
2166	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
711	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

787	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2083	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2097	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2160	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
2220	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

**Perpetual Trustee Company Limited as trustee, custodian or nominee**

INTERNAL CODE	REGISTRATION DETAILS
T2	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T3	The Trust Company Limited GPO Box 4270 Sydney NSW 2001
T4	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T6	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T7	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001



## ANNEXURE 2

### PRESENT RELEVANT INTERESTS

<b>ASXCode</b>	<b>Internal Code</b>	<b>Holding</b>
IPL	17	3288376
IPL	26	6773823
IPL	2130	1162499
IPL	194	1636359
IPL	2216	3650940
IPL	2166	2082882
IPL	2085	1391574
IPL	2222	151031
IPL	2163	6226138
IPL	2100	1409674
IPL	2161	230590
IPL	702	1811542
IPL	2152	4513906
IPL	649	7864661
IPL	650	1457935
IPL	2125	168695
IPL	2131	3628777
IPL	2124	96227
IPL	2127	929921
IPL	779	1924117
IPL	651	3726263
IPL	670	6716
IPL	2219	4561
IPL	740	2542123
IPL	941	2536247
IPL	44	6926976
IPL	696	6623318
IPL	695	7012714
IPL	215	11810053
IPL	220	1685574
IPL	652	16560093
IPL	T2	209079

110,043,384

**ANNEXURE 3****CHANGES IN RELEVANT INTERESTS**

Account	Security	Volume	Value	AsAtDate
653	IPL	- 118,092	400,700	08-07-19
653	IPL	- 691,021	2,321,711	08-07-19
26	IPL	- 325,651	1,064,865	09-07-19
26	IPL	- 188,607	607,801	10-07-19
2127	IPL	- 129,893	413,722	12-07-19
651	IPL	- 220,762	703,148	12-07-19
652	IPL	- 981,986	3,127,719	12-07-19
653	IPL	- 3,360,905	10,704,803	12-07-19
2161	IPL	- 27,152	86,482	12-07-19
2163	IPL	- 369,039	1,175,292	12-07-19
695	IPL	- 814,250	2,593,464	12-07-19
2166	IPL	- 196,163	624,798	12-07-19
2172	IPL	- 69,387	220,979	12-07-19
2216	IPL	- 219,116	697,827	12-07-19
17	IPL	334,317	1,058,442	18-07-19
194	IPL	166,181	526,126	18-07-19
215	IPL	1,200,558	3,800,945	18-07-19
26	IPL	685,991	2,171,835	18-07-19
2131	IPL	368,784	1,167,564	18-07-19
2152	IPL	458,879	1,452,803	18-07-19
2172	IPL	- 835,889	2,649,768	18-07-19
702	IPL	184,128	582,946	18-07-19
740	IPL	258,489	818,372	18-07-19
779	IPL	195,502	618,956	18-07-19
2085	IPL	141,499	447,983	18-07-19
449	IPL	- 4,137,665	13,099,773	18-07-19
2100	IPL	143,337	453,802	18-07-19
651	IPL	91,446	303,197	22-07-19
2163	IPL	140,816	466,957	22-07-19
2216	IPL	29,241	96,965	22-07-19
2127	IPL	- 29,353	101,259	24-07-19
651	IPL	- 41,425	142,903	24-07-19
652	IPL	- 516,511	1,781,802	24-07-19
2163	IPL	- 69,224	238,774	24-07-19
2216	IPL	- 105,656	364,439	24-07-19
194	IPL	- 45,121	157,074	26-07-19
194	IPL	- 90,057	311,704	26-07-19
26	IPL	- 186,787	650,285	26-07-19
26	IPL	- 503,966	1,744,452	26-07-19
215	IPL	- 216,484	753,617	26-07-19
2131	IPL	- 100,055	348,334	26-07-19
2131	IPL	- 83,500	289,031	26-07-19
2152	IPL	- 79,476	276,690	26-07-19
702	IPL	- 48,575	169,098	26-07-19
740	IPL	- 48,884	170,173	26-07-19
779	IPL	- 53,052	184,683	26-07-19
779	IPL	- 23,853	82,560	26-07-19
941	IPL	- 76,239	265,421	26-07-19
941	IPL	- 76,239	263,897	26-07-19
2085	IPL	- 26,767	93,180	26-07-19

2100	IPL	-	27,884	97,076	26-07-19
17	IPL	-	90,676	315,682	26-07-19
17	IPL	-	222,385	769,774	26-07-19
2124	IPL	-	6,163	21,271	29-07-19
2124	IPL	-	6,162	21,268	29-07-19
2124	IPL	-	1,802	6,225	29-07-19
2124	IPL	-	1,279	4,447	29-07-19
2125	IPL	-	7,431	25,648	29-07-19
2125	IPL	-	7,431	25,648	29-07-19
2125	IPL	-	2,173	7,506	29-07-19
2125	IPL	-	1,543	5,365	29-07-19
649	IPL	-	374,884	1,293,897	29-07-19
649	IPL	-	374,886	1,293,904	29-07-19
649	IPL	-	109,614	378,642	29-07-19
649	IPL	-	77,828	270,592	29-07-19
650	IPL	-	72,103	248,861	29-07-19
650	IPL	-	72,103	248,861	29-07-19
650	IPL	-	21,082	72,824	29-07-19
650	IPL	-	14,969	52,044	29-07-19
2130	IPL	-	100,159	345,695	29-07-19
2130	IPL	-	100,159	345,695	29-07-19
220	IPL	-	61,028	210,620	29-07-19
220	IPL	-	61,027	210,616	29-07-19
2130	IPL	-	29,286	101,163	29-07-19
2130	IPL	-	20,793	72,293	29-07-19
220	IPL	-	17,844	61,632	29-07-19
220	IPL	-	12,670	44,046	29-07-19
44	IPL	-	376,868	1,300,744	29-07-19
44	IPL	-	376,869	1,300,748	29-07-19
44	IPL	-	110,194	380,646	29-07-19
44	IPL	-	78,241	272,028	29-07-19
2222	IPL	-	1,364	4,707	29-07-19
2222	IPL	-	1,363	4,704	29-07-19
2222	IPL	-	399	1,378	29-07-19
2222	IPL	-	283	984	29-07-19
2124	IPL	-	4,826	16,681	30-07-19
2125	IPL	-	8,174	28,253	30-07-19
649	IPL	-	383,454	1,325,376	30-07-19
650	IPL	-	71,627	247,573	30-07-19
2130	IPL	-	100,131	346,094	30-07-19
220	IPL	-	87,337	301,839	30-07-19
44	IPL	-	337,119	1,165,223	30-07-19
2222	IPL	-	7,332	25,340	30-07-19
2124	IPL	-	4,726	16,492	02-08-19
2125	IPL	-	8,269	28,856	02-08-19
649	IPL	-	385,478	1,345,174	02-08-19
650	IPL	-	71,394	249,138	02-08-19
220	IPL	-	82,716	288,615	02-08-19
2130	IPL	-	100,456	350,554	02-08-19
44	IPL	-	339,544	1,184,882	02-08-19
2222	IPL	-	7,417	25,880	02-08-19
2124	IPL	-	3,309	11,211	05-08-19
2124	IPL	-	1,946	6,655	05-08-19
2125	IPL	-	5,791	19,621	05-08-19
2125	IPL	-	3,407	11,651	05-08-19
649	IPL	-	269,803	914,131	05-08-19

649	IPL	-	158,707	542,736	05-08-19
650	IPL	-	49,962	169,278	05-08-19
650	IPL	-	29,390	100,506	05-08-19
220	IPL	-	57,937	196,277	05-08-19
220	IPL	-	34,081	116,535	05-08-19
2130	IPL	-	220,371	746,648	05-08-19
2130	IPL	-	129,629	443,297	05-08-19
44	IPL	-	237,634	805,137	05-08-19
44	IPL	-	139,785	478,028	05-08-19
2222	IPL	-	5,193	17,593	05-08-19
2222	IPL	-	3,055	10,446	05-08-19
T2	IPL	-	53,709	181,536	05-08-19
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			<u>- 16,952,288</u>	-	
				-	