

# 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

<b>Name of entity</b>	INCITEC PIVOT LIMITED
<b>ABN</b>	42 004 080 264

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.

<b>Name of Director</b>	Jeanne Marie Johns
<b>Date of last notice</b>	18 July 2019

### 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.

<b>Direct or indirect interest</b>	Direct interest in Incitec Pivot Limited
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	2 December 2019
<b>No. of securities held prior to change</b>	158,090 fully paid ordinary shares in Incitec Pivot Limited.  1,558,419 performance rights (to acquire shares), consisting of: <ul style="list-style-type: none"> <li>• 268,230 performance rights allocated under the 2018 Short Term Incentive Plan for CEO;</li> <li>• 674,157 performance rights allocated under the 2017/20 Long Term Incentive Plan; and</li> <li>• 616,032 performance rights allocated under the 2018/21 Long Term Incentive Plan.</li> </ul>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	134,115 fully paid ordinary shares
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$3.2793 per ordinary share (acquired on-market for the allocation)
<b>No. of securities held after change</b>	292,205 fully paid ordinary shares in Incitec Pivot Limited.  1,424,304 performance rights (to acquire shares), consisting of: <ul style="list-style-type: none"> <li>• 134,115 performance rights allocated under the 2018 Short Term Incentive Plan for CEO;</li> <li>• 674,157 performance rights allocated under the 2017/20 Long Term Incentive Plan; and</li> <li>• 616,032 performance rights allocated under the 2018/21 Long Term Incentive Plan.</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	134,115 ordinary shares allocated to the MD&CEO following the vesting of 134,115 performance rights on 30 November 2019 under the 2018 Short Term Incentive Plan for the CEO.

### 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

### Part 3 – +Closed period

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

Dated 3 December 2019

+ See chapter 19 for defined terms.