

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	INCITEC PIVOT LIMITED
ABN	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.

Name of Director	Jeanne Marie Johns
Date of last notice	18 December 2020

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	Direct interest in Incitec Pivot Limited
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	14 January 2021
No. of securities held prior to change	819,526 fully paid ordinary shares in Incitec Pivot Limited. 1,339,518 performance rights (to acquire shares), consisting of: <ul style="list-style-type: none"> • 616,032 performance rights allocated under the 2018/21 Long Term Incentive Plan; and • 723,486 performance rights allocated under the 2019/22 Long Term Incentive Plan.
Class	Performance Rights (unquoted)
Number acquired	1,164,111 performance rights allocated under the Incitec Pivot 2020/23 Long Term Incentive Plan
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2.1132 per share (VWAP from 11-17 November 2020)

+ See chapter 19 for defined terms.

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No. of securities held after change	819,526 fully paid ordinary shares in Incitec Pivot Limited. 2,503,629 performance rights (to acquire shares), consisting of: <ul style="list-style-type: none"> • 616,032 performance rights allocated under the 2018/21 Long Term Incentive Plan; • 723,486 performance rights allocated under the 2019/22 Long Term Incentive Plan; and • 1,164,111 performance rights allocated under the 2020/23 Long Term Incentive Plan.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Allocation of performance rights to the MD&CEO under the Incitec Pivot 2020/23 Long Term Incentive Plan as approved by shareholders at the Company's 2020 Annual General Meeting on 18 December 2020.

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Richa Puri
Company Secretary
18 January 2021

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