

# Form 604

## Corporations Law Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme **Nufarm Limited**

ACN/ARSN 091 323 312

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

Name **Douglas Rathbone including his associates.**

There was a change in the interests of the substantial holder on 27 / 05 / 2010

The previous notice was given to the company on 15 / 04 / 2010

The previous notice was dated 15 / 04 / 2010

#### 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	16,131,446	7.39%	16,142,890	6.17%

#### 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
27/05/2010	Falls Creek No.2 Pty Ltd	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.	N/A	N/A	N/A
27/05/2010	Grantali Pty Ltd	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.	N/A	N/A	N/A

27/05/2010	Ann Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	2,631 fully paid ordinary shares	2,631
27/05/2010	Darren Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	2,812 fully paid ordinary shares	2,812
27/05/2010	Darren Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	56 fully paid ordinary shares	56
26/05/2010	Darren Rathbone	On-market purchase for Nufarm ordinary shares on 21/05/2010	\$5.80 per share	400 fully paid ordinary shares	400
27/05/2010	Bradley Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	1,841 fully paid ordinary shares	1,841
27/05/2010	Matthew Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	2,652 fully paid ordinary shares	2,652
27/05/2010	Susan Rathbone	Participation in Retail Entitlement Offer announced to ASX on 20/04/2010	\$5.75 per share	1,052 fully paid ordinary shares	1,052
27/05/2010	Graeme Rathbone	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.			
27/05/2010	Dennis Rathbone	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.			
27/05/2010	Sadie Rathbone	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.			
27/05/2010	CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan	Decrease in relevant interest following the allotment of Nufarm ordinary shares and completion of the retail component of Nufarm's Entitlement Offer announced to ASX on 20/04/2010.	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
Douglas John Rathbone	Falls Creek No.2 Pty Ltd	holder	Director	15,690,726 fully paid ordinary shares	15,690,726
Douglas John Rathbone	Grantali Pty Ltd	holder	Director	46,502 fully paid ordinary shares	46,502
Douglas John Rathbone	Ann Rathbone	holder	spouse	15,784 ordinary shares	15,784
Douglas John Rathbone	Darren Rathbone	holder	Son	16,869 ordinary shares	16,869
Darren Rathbone	Darren Rathbone	holder	Son	733 ordinary shares	733
Douglas John Rathbone	Bradley Rathbone	holder	Son	11,043 ordinary shares	11,043
Douglas John Rathbone	Matthew Rathbone	holder	Son	15,909 ordinary shares	15,909
Douglas John Rathbone	Dennis Rathbone	holder	father	10,000 ordinary shares	10,000
Douglas John Rathbone	Graeme Rathbone	holder	brother	6,840 ordinary shares	6,840
Douglas John Rathbone	Sadie Rathbone	holder	mother	10,000 ordinary shares	10,000
Douglas John Rathbone	Susan Rathbone	holder	sister-in-law	6,311 ordinary shares	6,311
Douglas John Rathbone	CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan	holder	beneficial owner	312,173 ordinary shares	312,173

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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


**6. Addresses**

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

Name	Address
Douglas John Rathbone	38 Edwards Street, Essendon, 3040
Falls Creek No.2 Pty Ltd	38 Edwards Street, Essendon, 3040
Grantali Pty Ltd	38 Edwards Street, Essendon, 3040
Ann Rathbone	38 Edwards Street, Essendon, 3040
Darren Rathbone	38 Edwards Street, Essendon, 3040
Bradley Rathbone	38 Edwards Street, Essendon, 3040
Matthew Rathbone	38 Edwards Street, Essendon, 3040
Dennis Rathbone	43 Balmoral Avenue, Pascoe Vale South, 3044
Graeme Rathbone	5 Aruna Drive, Wonga Park, 3115
Sadie Rathbone	43 Balmoral Avenue, Pascoe Vale South, 3044
Susan Rathbone	5 Aruna Drive, Wonga Park, 3115
CPU Share Plans P/L	GPO Box 658, Melbourne, VIC 3001

**Signature**

print name      Douglas John Rathbone      capacity

sign here       date    28 /    5    / 2010

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# 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 30/9/2001.

<b>Name of entity</b> NUFARM LIMITED
<b>ABN</b> 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.

<b>Name of Director</b>	DOUGLAS JOHN RATHBONE
<b>Date of last notice</b>	15/04/2010

### 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>	<b>Indirect</b> <ul style="list-style-type: none"><li>• Grantali P/L</li><li>• Falls Creek No 2 P/L</li><li>• Ann Rathbone</li><li>• Darren Rathbone</li><li>• Bradley Rathbone</li><li>• Matthew Rathbone</li><li>• Dennis Rathbone</li><li>• Graeme Rathbone</li><li>• Sadie Rathbone</li><li>• Susan Rathbone</li><li>• CPU Share Plans P/L</li></ul>
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**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of indirect interest (including registered holder)</b>          Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<p>Grantali P/L – Trustee of D Rathbone Family Trust</p> <p>Falls Creek No 2 P/L – Company controlled by DJ Rathbone</p> <p>Ann Rathbone (spouse)          Darren Rathbone (Son)          Bradley Rathbone (Son)          Matthew Rathbone (Son)          Dennis Rathbone (Father)          Graeme Rathbone (Brother)          Sadie Rathbone (Mother)          Susan Rathbone (Sister-in-law)</p> <p>CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan</p>
<p><b>Date of change</b></p>	<p>26/05/2010 and 27/05/2010</p>
<p><b>No. of securities held prior to change</b></p>	<p><u>Indirect</u></p> <p>Falls Creeks No.2 P/L 15,690,726 Ord Shares          Grantali P/L 46,502 Ord Shares          Ann Rathbone (spouse) 13,153 Ord Shares          Darren Rathbone (Son) 14,334 Ord Shares          Bradley Rathbone (Son) 9,202 Ord Shares          Matthew Rathbone (Son) 13,257 Ord Shares          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) 5,259 Ord Shares          CPU Share Plans P/L as Trustee of Nufarm Executive Share Plan 312,173 Ord Shares</p>
<p><b>Class</b></p>	<p>Fully Paid Ordinary Shares</p>
<p><b>Number acquired</b></p>	<p>Ann Rathbone (spouse) 2,631 Ord Shares          Darren Rathbone (Son) 2,868 Ord Shares          Darren Rathbone (Son) 400 Ord Shares          Bradley Rathbone (Son) 1,841 Ord Shares          Matthew Rathbone (Son) 2,652 Ord Shares          Susan Rathbone (Sister-in-law) 1,052 Ord Shares</p>
<p><b>Number disposed</b></p>	<p>Nil</p>

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<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$5.75 per share in respect of Shares acquired through participation in Retail Entitlement Offer. \$5.80 per share in respect of 400 Shares acquired by Darren Rathbone.</p>
<p><b>No. of securities held after change</b></p>	<p><u>Indirect</u> Falls Creeks No.2 P/L      15,690,726 Ord Shares Grantali P/L                      46,502 Ord Shares Ann Rathbone (spouse)      15,784 Ord Shares Darren Rathbone (Son)      17,602 Ord Shares Bradley Rathbone (Son)      11,043 Ord Shares Matthew Rathbone (Son)      15,909 Ord Shares 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</p>
<p><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</p>	<p>Participation in Retail Entitlement Offer announced to ASX 27 April 2010.  400 Shares acquired by Darren Rathbone by on market trade.</p>

**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>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><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</p>	

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<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

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