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**Chairman's Address
to the Extraordinary General Meeting of Shareholders - Melbourne
Tuesday, March 2, 2010 at 10.00 am**

K M Hoggard

CHAIRMAN'S ADDRESS

Chairman

Good morning, Ladies and Gentlemen.

It is my pleasure to welcome you to this Extraordinary General Meeting of Nufarm Limited which has been properly constituted and a quorum is present.

I now declare the meeting open.

The purpose of this meeting is to consider the resolution which seeks your approval to the acquisition by Sumitomo chemical company of up to 20% of the issued shares of Nufarm.

Before moving to this item of business I will ask Doug Rathbone to provide some details on the cooperation agreement signed with Sumitomo and referred to in the explanatory notes to the notice of meeting and then to provide a trading update.

Managing Director's address

Doug Rathbone to read his address.

Chairman

Now moving to the business part of the meeting.

I will take the notice convening the meeting as read.

On 29 December 2009, Nufarm announced it had executed a memorandum of understanding with Sumitomo relating to a proposed strategic investment in Nufarm by Sumitomo. Under the terms of the mou, Sumitomo proposes to make a tender

offer to acquire 20% of the issued shares in Nufarm from eligible Nufarm shareholders for \$14.00 cash per share.

Under the tender offer eligible Nufarm shareholders will have the ability to choose whether to:

- Sell 20% of your Nufarm shares;
- Sell less than 20% of your Nufarm shares;
- Sell more than 20% of your Nufarm shares subject to unfilled capacity and scale-back;

At a price of \$14.00 cash per share, or

- Not sell any of your Nufarm shares,

The Explanatory Memorandum, which accompanied the Notice of Meeting, contains information regarding the tender offer and related agreements between Nufarm and Sumitomo, and provides the necessary information to help you make a decision as to whether to approve the tender offer. Should the tender offer be approved, eligible Nufarm shareholders will receive further documentation regarding the tender offer at the time the tender offer is made by Sumitomo and you will have the ability to decide whether or not to tender your Nufarm shares into the tender offer. May I correct one date which appears in part e: Timetable in the Explanatory Memorandum. This relates to the date of the announcement of the half year interim result which will be announced on 30 march not 31 march as set out in the Explanatory Memorandum.

There is one matter I wish to specifically bring to your attention. Under a confidentiality agreement entered into with Nufarm in September 2009, Sumitomo agreed to certain standstill obligations which in effect limited its right to acquire Nufarm shares for a certain period. Under the Memorandum of Understanding entered into on 25 December 2009, Nufarm agreed to waive the standstill to the extent that if at the end of the tender offer period Sumitomo had not received acceptances which amount to 20% in aggregate of Nufarm's shares, but had received acceptances of 15%, then it could acquire on-market that number of shares to take it to 20%.

In the period leading up to this meeting, Sumitomo has requested a further waiver of the standstill to the effect that if at the end of the offer period Sumitomo has received acceptance for less than 15% of Nufarm shares and provided no competing transaction has been announced to asx prior to the end of the offer period, then it could acquire on-market that number of shares to take it to 20% of the Nufarm's issued shares. Nufarm has agreed to this waiver request.

The Nufarm directors unanimously recommend that you vote in favour of the ordinary resolution to approve the tender offer. Nufarm directors who hold or control Nufarm shares intend to vote those shares in favour of the resolution.

The offer price of \$14 per share provides you with certainty of value for up to 20% of your holding and you will incur no brokerage or stamp duty.

The offer price of \$14 per share represents a significant premium for your Nufarm shares.

Before putting the resolution I would like to make some brief comments on the Sinochem takeover proposal that did not proceed and the position of the Board in supporting the proposal from Sumitomo.

As shareholders will be aware, the Board announced last September that it would recommend support for an indicative offer from Sinochem Corporation to acquire all of the ordinary issued shares in Nufarm at a cash price of \$13 per share. That offer was subject to a number of conditions that included the satisfactory completion of due diligence; the securing of various regulatory approvals and the execution of a transaction implementation agreement.

Having indicated that it was not in a position to complete some of those tasks within the initially agreed time, Sinochem was offered an extension – on a non exclusive basis – with a revised deadline of December 23.

Nufarm was then advised late on December 21 that Sinochem had revised its offer price downwards to \$12 per share and that the offer remained subject to a number of proposed conditions that would be unacceptable to the Board and – I would suggest – any Board of a publicly listed Australian company.

After careful consideration, the Board resolved to terminate discussions with Sinochem and to, instead, pursue the alternative proposal that is being put to shareholders this morning.

I would like to assure shareholders that the company pursued discussions with Sinochem – and responded to an unusually detailed and long due diligence process – with a genuine intent to complete a transaction on the terms that had been announced and supported by the Nufarm Board.

Your Board is absolutely confident that the decision to ultimately terminate discussions with Sinochem was the correct one. The Directors believed that it was going to prove impossible to conclude an acceptable transaction with Sinochem and were unwilling to commit further resources to ongoing negotiation.

In considering a proposed strategic relationship with Sumitomo, the board looked to structure a proposal that delivered attractive near term value for shareholders and – importantly – facilitated a number of opportunities that will add value to your ongoing investment in Nufarm over future years.

The Nufarm Directors believe that the tender offer is in the best interests of Nufarm shareholders as it provides all eligible Nufarm shareholders with the opportunity to realise a price above market for some of their shares. The proposed investment by Sumitomo also establishes a strategic relationship between Nufarm and Sumitomo

that is expected to deliver meaningful benefits to Nufarm and its shareholders. As Doug has outlined, a series of co-operation agreements between the companies will provide access to additional products and increased opportunities to expand and strengthen Nufarm's position in various crop segments and geographic markets.

Voting on the resolution will be by a show of hands unless a poll is demanded.

I now open this item of business for questions or discussion.

I advise that the proxies lodged in respect of this resolution are

115,995,065	for, and
171,779	against
99.28%	for the resolution

And if required I will also vote the 562,923 open proxies given to me in favour of the resolution.

I will now put the motion for a show of hands that the acquisition of up to 20% of the issued shares in Nufarm by Sumitomo pursuant to the tender offer proposed to be made by Sumitomo to all eligible Nufarm shareholders, be approved for all purposes.

Before bringing the meeting to a close I would like to briefly make reference to the announcement the company made on December 29 that it plans to undertake a \$250 million equity capital raising via a renounceable entitlement offer to all eligible Nufarm shareholders, including Sumitomo.

Eligible shareholders will have the option of taking up their rights or electing not to participate and potentially receiving some value for those rights.

It is proposed that the rights issue be launched after the Sumitomo tender offer has been completed. Sumitomo has undertaken to fully take up its entitlement under the entitlement offer, which would maintain its ownership interest in Nufarm acquired

under the tender offer.

We expect to announce terms of the offer, including price, in mid to late April, with the offer expected to be completed by June.

Your Board believes there is a significant medium to long term benefit arising from the company's ability to pay down debt from proceeds secured in the capital raising. A stronger, more flexible balance sheet will ensure Nufarm is better positioned to support the ongoing growth of the company.

Ladies and gentlemen, that now concludes this Extraordinary General Meeting and we invite you all to stay for morning tea, and to meet and talk with your Directors

I thank you all very much for your attendance.

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