

## Nufarm Share Purchase Plan

Nufarm Limited (Nufarm) is pleased to provide eligible Nufarm shareholders with the opportunity to participate in the Nufarm Share Purchase Plan (the **SPP**) by subscribing for up to A\$5,000 of additional shares in Nufarm without incurring brokerage or other transaction costs. Details of this offer and how to participate are set out below.

### Acquisition of BASF Phenoxy Herbicide Business

As announced to the Australian Stock Exchange (ASX) on 14 January 2004, Nufarm has recently acquired the global phenoxy herbicide business of BASF (Germany) for approximately €42million (A\$70 million). The acquisition is to be funded by a combination of existing debt facilities, a \$40 million institutional equity placement (the Placement) and the SPP.

Nufarm successfully completed the Placement on 14 January 2004 at an issue price of A\$5.20c per share.

The SPP is intended to raise up to A\$10 million. If and to the extent to which the total value of applications for shares under the SPP exceeds A\$10 million, Nufarm reserves the right to scale back applications.

### Eligibility to participate in the SPP

You are eligible to participate in the SPP if you were a registered holder of fully paid ordinary shares in Nufarm at the close of business on 16 January 2004 (the Record Date) with a registered address in Australia or New Zealand. The Nufarm Board has determined that because of foreign securities laws, it is not practical for holders of Nufarm Shares with registered addresses in other jurisdictions to participate in the SPP.

- **Single holders:** If you are the only registered holder of a holding of Nufarm Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of Nufarm Shares.
- **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Nufarm Shares, that joint holding is considered to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum parcel of Nufarm shares.
- **Trustees and nominees:** If you are expressly noted on Nufarm's share register as a trustee or nominee for a named beneficiary, you may apply for one maximum parcel of Nufarm Shares in respect of each such beneficiary. If the Nufarm share register does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

### Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above). The offer to acquire Nufarm Shares is not a recommendation. If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you (including taxation implications), you should contact a professional advisor. Nufarm also recommends that you monitor the Nufarm Share price, which can be found on Nufarm's website at [www.nufarm.com](http://www.nufarm.com) or in the financial pages of major newspapers.

## Offer price

The offer price for each Nufarm Share under the SPP is A\$5.20, which is the same price at which Nufarm Shares were issued to institutional investors under the Placement.

No brokerage commission or other transaction costs are payable by shareholders in respect of the acquisition of Nufarm Shares under the SPP.

As at the close of business on the Record Date the market price of Nufarm Shares was A\$5.65. The offer price of A\$5.20 is less than the market prices at which Nufarm Shares have traded in the period of 30 days prior to the Record Date.

You should note that the Nufarm Share price may rise or fall between the date of this offer and the date when Shares are allotted and issued to you under the SPP. This means that the price you pay per Nufarm Share pursuant to this offer may be either higher or lower than the Nufarm Share price at the time the Nufarm Shares are issued and allotted to you under the SPP.

## Number of Nufarm Shares Offered Under the SPP

If you are eligible to participate in the SPP you may apply for a specified number of Nufarm Shares under one of the following alternate offers. To assist shareholders who have registered addresses in New Zealand, applications can be made in NZ\$. For the purposes of the SPP, an exchange rate of A\$1.00 = NZ\$1.146, being the exchange rate at the Record Date, will be applied.

Offer	Number of Nufarm Shares Offered	AUSTRALIAN RESIDENT SHAREHOLDERS	NEW ZEALAND RESIDENT SHAREHOLDERS
		Total Amount Payable (number of shares x A\$5.20¢ per share)	Total Amount Payable (number of shares x NZ\$5.95¢ per share)
1	195	A\$1,014	NZ\$1,160
2	385	A\$2,002	NZ\$2,290
3	575	A\$2,990	NZ\$3,421
4	770	A\$4,004	NZ\$4,581
5	960	A\$4,992	NZ\$5,712

You must apply for a total number of Nufarm Shares as specified under Offer 1,2,3,4 or 5. It is not possible to apply for a smaller or larger number of Nufarm Shares.

## Maximum Applications

The offer under the SPP needs to comply with requirements prescribed by the Australian Securities and Investments Commission. Under those requirements, the maximum application price that may be paid for Nufarm Shares which may be applied for under the SPP (namely a maximum of A\$5,000) applies irrespective of how many shares you held on the Record Date. In light of these requirements, Nufarm has determined that the maximum number of Nufarm Shares that will be offered under the SPP to each shareholder will be 960. This limit applies irrespective of whether you hold shares in more than one account or received more than one of these SPP letters.

**Please note that as part of your application for Nufarm Shares under the SPP you must certify that the aggregate application price of all your applications under the SPP does not exceed A\$5,000.**

Nufarm reserves the right to reject any application for Nufarm Shares under the SPP to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

## **Scaling back applications**

If and to the extent to which the total value of applications for shares under the SPP exceeds A\$10 million, Nufarm reserves the right to scale back applications.

If this occurs, you may be allocated Shares to a value which is less than you applied for. Any determination by the Board in respect of any scaling back will be final.

If a scale-back occurs, Nufarm will refund any excess application money to you (without interest).

## **Non-renounceable offer**

The offer to purchase Nufarm Shares under the SPP is non-renounceable. This means that you cannot transfer your right to purchase Shares under the offer to anyone else.

## **No other participation costs**

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Nufarm Shares under the SPP.

## **Ranking of Shares**

All Nufarm Shares issued under the SPP will rank equally with existing Nufarm shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Nufarm shares.

## **Binding terms**

By accepting the offer to purchase Nufarm Shares under the SPP, you agree to be bound by these terms and conditions and Nufarm's constitution.

## **How to apply for Shares under the SPP**

If you would like to apply for Nufarm Shares under the SPP, please complete the enclosed Application Form and return it, together with your cheque made payable to 'Nufarm SPP Account' and drawn in

- for Australian resident shareholders, Australian currency
- for New Zealand resident shareholders, New Zealand currency

for the correct amount and in the enclosed reply paid envelope. Do not forward cash. Receipts for payment will not be issued.

Applications may only be made in one of the designated amounts set out in the Application Form. If the amount of the cheque tendered with your Application Form is not one of the designated amounts, Nufarm reserves the right to return the Application Form and not allot any Nufarm Shares under the SPP to you.

## **Applications must be received by 5.00pm (Melbourne time) on Friday 13 February 2004**

Applications received after that time will not be accepted.

Applications and payments under the SPP may not be withdrawn once they have been received by Nufarm. Application money will not bear interest under any circumstances.

## **Allotment and quotation dates**

Shares will be allotted under the SPP as soon as reasonably practicable, and Nufarm will apply for those Shares to be listed for quotation on the ASX.

Nufarm will issue a holding statement or confirmation advice in respect of the Shares allotted to you under the SPP. You should confirm your holding before trading in any Shares you believe have been allotted to you under the SPP.

## **Withdrawal, suspension, termination, anomalies and disputes**

Nufarm reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible shareholders, even where Nufarm does not notify you of that event.

Nufarm may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies, or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Nufarm will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates.

Nufarm's rights may be exercised by the Board or any delegate of the Board.

If you have any questions in respect of the SPP, please contact the Nufarm Share Registry;

For shareholders with an Australian registered address:

Computershare Investor Services Pty Limited

Telephone: 1800 009 264

Facsimile 61 3 9473 2529

For shareholder with a New Zealand registered address:

Computershare Investor Services Limited

Telephone 0800 222 086

Facsimile 09 488 8787