

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	31 January 2018

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	5 February 2019

+ See chapter 19 for defined terms.

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No. of securities held prior to change	674,157 Performance Rights allocated under the Incitec Pivot 2017/20 Performance Rights Plan
Class	Performance Rights (unquoted)
Number acquired	268,230 Performance Rights allocated under the Incitec Pivot Performance Rights – STI Plan for Chief Executive Officer 2018; and 616,032 Performance Rights allocated under the Incitec Pivot 2018/21 Performance Rights Plan.
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	1,558,419 Performance Rights, consisting of: • 268,230 Performance Rights allocated under the Incitec Pivot Performance Rights – STI Plan for Chief Executive Officer 2018; • 674,157 Performance Rights allocated under the Incitec Pivot 2017/20 Performance Rights Plan; and • 616,032 Performance Rights allocated under the Incitec Pivot 2018/21 Performance Rights Plan.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation of Performance Rights to Ms Johns under the Incitec Pivot Performance Rights – STI Plan for Chief Executive Officer 2018, and the Incitec Pivot 2018/21 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2018 Annual General Meeting.

+ See chapter 19 for defined terms.

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

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

⁺ See chapter 19 for defined terms.