Rule 3.19A.2

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	14 January 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	21 May 2020
No. of securities held prior to change	292,205 fully paid ordinary shares in Incitec Pivot Limited. 2,147,790 performance rights (to acquire shares), consisting of: • 134,115 performance rights allocated under the 2018 Short Term Incentive Plan for CEO; • 674,157 performance rights allocated under the 2017/20 Long Term Incentive Plan; • 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	Fully paid ordinary shares
Number acquired	100,780 fully paid ordinary shares
Number disposed	Nil

+ See chapter 19 for defined terms.

For personal use only

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$1.9773 average price per share
No. of securities held after change	392,985 fully paid ordinary shares in Incitec Pivot Limited. 2,147,790 performance rights (to acquire shares), consisting of: • 134,115 performance rights allocated under the 2018 Short Term Incentive Plan for CEO; • 674,157 performance rights allocated under the 2017/20 Long Term Incentive Plan; • 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.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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
25 May 2020

+ See chapter 19 for defined terms.

For personal use only