

Incitec Pivot Limited

Office of the Company Secretary

ABN 42 004 080 264

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24 November 2015

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, North Tower
Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir or Madam

Electronic Lodgement

Appendix 3Y

In accordance with the listing rules, I attach for release to the market an Appendix 3Y.

Yours faithfully



Daniella Pereira
Company Secretary

Attach.

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	James Ernest Fazzino
Date of last notice	22 May 2012

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 and indirect interest in Incitec Pivot Limited (Note: Indirect through Stefenna Pty Ltd as trustee of the Stefenna Trust).
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Stefenna Pty Ltd (as trustee of the Stefenna Trust) is the registered holder of Incitec Pivot shares. Mr Fazzino is a director of Stefenna Pty Ltd and a beneficiary of the Stefenna Trust.
Date of change	19 November 2015

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p>Ordinary Shares:</p> <p>Direct: 1,338,180 Indirect: 370,000</p> <p>Performance Rights: 2,306,411 being:</p> <ul style="list-style-type: none"> • 728,497 Performance Rights allocated under the Incitec Pivot 2012/15 Performance Rights Plan (2012/15 LTI) as approved by shareholders at Incitec Pivot's 2012 AGM; • 804,218 Performance Rights allocated under the Incitec Pivot 2013/16 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2013 AGM; and • 773,696 Performance Rights allocated under the Incitec Pivot 2014/17 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2014 AGM.
<p>Class</p>	<p>Ordinary Shares Performance Rights (unquoted)</p>
<p>Number acquired</p>	<p>206,382 Ordinary Shares</p>
<p>Number disposed</p>	<p>728,497 Performance Rights (2012/15 LTI) comprising:</p> <ul style="list-style-type: none"> • 206,382 Performance Rights that vested and were exercised • 522,115 Performance Rights lapsed
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil (all changes occurred under 2012/15 LTI)</p>

+ See chapter 19 for defined terms.

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No. of securities held after change	<p>Ordinary Shares:</p> <p>Direct: 1,544,562 Indirect: 370,000</p> <p>Performance Rights: 1,577,914 being:</p> <ul style="list-style-type: none"> • 804,218 Performance Rights allocated under the Incitec Pivot 2013/16 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2013 AGM; and • 773,696 Performance Rights allocated under the Incitec Pivot 2014/17 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2014 AGM.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	206,382 Performance Rights vested under the 2012/15 LTI. Upon vesting, the Performance Rights were automatically exercised and 206,382 fully paid ordinary shares were transferred to the CEO by the Trustee of the share plan. The remainder, 522,115 Performance Rights, lapsed under the 2012/15 LTI.

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	

+ See chapter 19 for defined terms.

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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.