

Incitec Pivot Limited

Office of the Company Secretary

ABN 42 004 080 264

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27 January 2017

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	21 January 2016

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 interests in Incitec Pivot Limited
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. Navigator Australia Limited <MLC Investment Sett A/C> on behalf of James and Helen Fazzino as trustees of the Stefenna Super Fund. Mr Fazzino is a trustee and a beneficiary of the Stefenna Super Fund.
Date of change	25 January 2017

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p>Ordinary Shares:</p> <p><u>Direct</u></p> <p>1,338,180 Ordinary Shares.</p> <p><u>Indirect</u></p> <p>576,382 Ordinary Shares, consisting of:</p> <p>) 466,382 Ordinary Shares held by Stefenna Pty Ltd (as trustee of the Stefenna Trust); and</p> <p>) 110,000 Ordinary Shares held by Navigator Australia Limited <MLC Investment Sett A/C> on behalf of James and Helen Fazzino as trustees of the Stefenna Super Fund.</p> <p>Performance Rights: 2,140,602 being:</p> <p>) 804,218 Performance Rights allocated under the Incitec Pivot 2013/16 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2013 AGM;</p> <p>) 773,696 Performance Rights allocated under the Incitec Pivot 2014/17 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2014 AGM; and</p> <p>) 562,688 Performance Rights allocated under the Incitec Pivot 2015/18 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2015 AGM.</p>
<p>Class</p>	<p>Ordinary Shares Performance Rights (unquoted)</p>
<p>Number acquired</p>	<p>807,335 Performance Rights</p>
<p>Number disposed</p>	<p>804,218 Performance Rights (lapsed)</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

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<p>No. of securities held after change</p>	<p>Ordinary Shares:</p> <p><u>Direct</u></p> <p>1,338,180 Ordinary Shares (no change)</p> <p><u>Indirect</u></p> <p>576,382 Ordinary Shares (no change), consisting of:</p> <ul style="list-style-type: none">) 466,382 Ordinary Shares held by Stefenna Pty Ltd (as trustee of the Stefenna Trust); and) 110,000 Ordinary Shares held by Navigator Australia Limited <MLC Investment Sett A/C> on behalf of James and Helen Fazzino as trustees of the Stefenna Super Fund. <p>Performance Rights: 2,143,719 being:</p> <ul style="list-style-type: none">) 773,696 Performance Rights allocated under the Incitec Pivot 2014/17 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2014 AGM; and) 562,688 Performance Rights allocated under the Incitec Pivot 2015/18 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2015 AGM; and) 807,335 Performance Rights allocated under the Incitec Pivot 2016/19 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2016 AGM.
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Allocation of Performance Rights to Mr Fazzino under the Incitec Pivot 2016/19 Performance Rights Plan as approved by shareholders at Incitec Pivot's 2016 AGM.</p> <p>Lapse of Performance Rights to Mr Fazzino under the Incitec Pivot 2013/16 Performance Rights Plan.</p>

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

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