

**IN THE FEDERAL COURT OF AUSTRALIA
VICTORIA DISTRICT REGISTRY
GENERAL DIVISION**

No (P) NSD 1847 of 2010

GABY HADCHITI & ORS

Applicants

and

NUFARM LIMITED (ACN 091 323 312)

Respondent

NUFARM SHAREHOLDER CLASS ACTION

NOTICE OF PROPOSED SETTLEMENT

1. On 12 August 2011, a representative proceeding or “class action” was commenced in the Federal Court of Australia against Nufarm Limited (**Nufarm**). The Nufarm class action combines two separate claims previously filed in the Federal Court of Australia. All persons who acquired shares in Nufarm during the period **28 September 2009 to 31 August 2010** should read this notice carefully.
 2. This Notice is published pursuant to Orders made by the Federal Court on 11 September 2012. This Notice is an important legal document and you should read it carefully. It may affect your legal rights.
 3. An in-principle settlement has been reached in the proceeding between Nufarm and the Applicants on their own behalf and on behalf of group members, which requires Court approval. If you are a group member (as defined at paragraph 9), and you do not register your interest in receiving compensation, and the settlement is approved by the Court, you will not receive any money under the proposed settlement and will lose your right to claim compensation from Nufarm in respect of the events giving rise to the class action.
4. On 28 November 2012 the Court will be asked to approve the proposed settlement of the class action. If you wish to make submissions opposing the proposed settlement, you **must** take the steps referred to in option B outlined in paragraphs 17-21 of this notice.

A. SUMMARY OF THE CLASS ACTION

5. The Nufarm class action is brought by Gaby Hadchiti, Verbatt Pty Ltd, and Graham and Susan Roney (**the Applicants**). The Applicants bring the proceeding on their own behalf, and on behalf of all persons who fit the definition of “group members” in the proceeding. That definition is set out in section B of this notice.
6. Briefly, the Applicants allege that during the period 28 September 2009 to 31 August 2010, Nufarm breached its continuous disclosure obligations under the ASX Listing Rules, and engaged in misleading or deceptive conduct, by failing to adequately disclose the impact of the declining international glyphosate market on its business, profitability and likely net debt position at various times during FY2010.
7. The Applicants allege that a consequence of Nufarm’s breaches of its continuous disclosure obligations and its misleading conduct was that the trading price of Nufarm securities on the ASX was artificially inflated and persons who acquired Nufarm securities during the inflated period suffered loss and damage. The Applicants claim compensation and other remedies, on their own behalf and on behalf of the group members.
8. Nufarm denies the allegations and is defending the claims. Full details of the allegations made by the Applicants, and Nufarm’s defence to those allegations, are set out in the Further Amended Consolidated Statement of Claim, and the Defence, which may be inspected:

- a. on the Slater & Gordon website;
- b. on the Maurice Blackburn website; and
- c. at each District Registry of the Federal Court of Australia, and on its website.

B. WHO IS A GROUP MEMBER?

9. You are a group member in the class action if the following apply:
 - (a) you acquired an interest in shares in Nufarm during the period from 28 September 2009 to 31 August 2010 inclusive (**Relevant Period**); and
 - (b) you suffered loss and damage by reason of the conduct of Nufarm described in the Further Amended Consolidated Statement of Claim; and
 - (c) you are not a Justice, Registrar, District Registrar or Deputy District Registrar of the High Court of Australia or the Federal Court of Australia; and
 - (d) you are not a director, officer, close associate, related party, related body corporate, or associated entity of Nufarm, (other than Sumitomo Chemical Company Limited).
10. If you fit this description, you should read this Notice carefully as it will affect your rights.

C. PROPOSED SETTLEMENT OF THE CLASS ACTION

11. On 1 August 2012, the parties to the class action notified the Court that they had agreed in-principle on terms for the settlement of the class action. The proposed settlement will not proceed unless and until the Court approves its terms.
12. Under the terms of the proposed settlement, Nufarm will pay a settlement amount of \$43.5 million, inclusive of legal costs, to settle the class action. The process by which the settlement amount is proposed (subject to Court approval) to be distributed will be outlined in a "Settlement Distribution Scheme" which can be provided to Group Members on request by Slater & Gordon or Maurice Blackburn from 21 September 2012. Any Loss Assessment Formula, which may be referred to in the Settlement Distribution Scheme, will also be made available on request to Slater & Gordon or Maurice Blackburn, subject to the Group Member signing an undertaking of confidentiality.
13. The proposed settlement must be approved by the Court under section 33V of the *Federal Court of Australia Act 1976* (Cth). If the proposed settlement is not approved by the Court, the Nufarm class action will continue.

D. WHAT GROUP MEMBERS MUST DO

14. If you fit the definition of a "group member" in the Nufarm class action you must choose one of the following options:

Option A – If you wish to claim compensation from Nufarm

15. If you wish to make a claim for any losses that you might have suffered as a result of the events described in the Further Amended Consolidated Statement of Claim, you must, **before 4pm on Friday, 19 October 2012** ("the **Class Deadline**"):
 - (a) if you are already a client of Slater & Gordon or Maurice Blackburn in the class action, ensure that your solicitors possess accurate and complete trading data relating to your claim;
 - (b) if you are not a client of Slater & Gordon or Maurice Blackburn in the class action, complete and submit the "Group Member Registration Form" on the Slater & Gordon website, which is accessible at <http://www.slatergordon.com.au/nufarm>, and complete and return accompanying documents to Slater & Gordon.

Copies of the court papers which detail the claims made in the Nufarm class action can also be viewed on the above website. All clients of Maurice Blackburn or Slater & Gordon will be sent a Notice of Nufarm Trading Data, which will list the information held on file for that client. If you believe that you are a client of either firm but have not received a Notice of Nufarm Trade Data you **must** contact either Slater & Gordon or Maurice Blackburn prior to 4pm on Friday, 19 October 2012.

16. You will not be treated as supporting the proposed settlement just because you register your claim for compensation. If you wish to oppose the settlement, you need to take the further steps set out under Option B below.

Option B – If you wish to oppose the settlement

17. If the proposed settlement is approved by the Court it will be binding on **all** persons who currently fit the definition of “group member” set out above. Those persons will need to have registered their claims by the “Class Deadline” of 19 October 2012 if they wish to claim compensation.

18. If the settlement is approved, group members who do **not** register by the Class Deadline will remain group members in the proceeding, and be bound by the settlement in the sense that their claims will be treated as having been finally resolved, but they **will not receive any compensation** in respect of the circumstances which gave rise to the Nufarm class action. Group members will not have any later opportunity to “opt out” of the class action, or bring separate proceedings for the same claims.

19. If you do not wish to be bound by the proposed settlement, you are entitled to ask the Court not to approve the settlement. If you wish to take that step you must:
- a. send a written notice to Slater & Gordon (at the address below) informing them that you wish to oppose the settlement; and
 - b. attend (or send a representative to) the hearing at 9:30am on **28 November 2012**, when the Federal Court will consider whether to approve the settlement.

You or your representative will need to be in a position on 28 November to explain to the Court why you consider that the settlement should not be approved. You should also be in a position to inform the Court whether you are willing to become the “representative applicant” and take over the conduct of the Nufarm class action.

20. If you think you might wish to oppose the proposed settlement of the class action, you should obtain independent legal advice immediately.

21. **Very importantly**, if you wish to oppose the settlement you should **still** register your claim for compensation by the Class Deadline of 19 October 2012. That way, if the settlement is approved despite your opposition, you will still be entitled to participate in the settlement.

Option C - If you do nothing

22. If you do nothing and the settlement is approved, you will remain a group member in the class action and will be bound by any judgment or settlement. However, if the proposed settlement is approved, **you will lose your rights to claim for compensation from Nufarm in relation to the circumstances giving rise to the class action.**

E. LEGAL COSTS

23. You will not become liable for any legal costs by registering your claim for compensation as a group member. However, in applying for approval of the proposed settlement, the Applicants intend to ask the Court to make an order that some of the settlement amount, and interest incurred on the settlement amount, be used to pay a portion of the legal costs incurred by them in running the class action and, if Court approval is granted, in administering the settlement.
24. Again, if you wish to oppose that order you should attend the Court hearing on 28 November 2012 and be ready to explain to the Court why you oppose the order.

F. QUESTIONS

25. If you are not sure whether you are a group member, or if you have any other questions regarding this Notice, you can contact Slater & Gordon by sending an email to classactions@slatertgordon.com.au or by telephoning (03) 9602 6894 or (03) 9602 6975.

OPTION A**GROUP MEMBER REGISTRATION**

To register as a group member and retain your right to claim compensation in the proposed settlement, please visit <http://www.slatergordon.com.au/nufarm> and complete the registration forms and accompanying documents.

Registration at this site requires you to:

- Enter details of the Nufarm shares that you purchased or sold during the Relevant Period, following the prompts on the screen;
- Print off a Statutory Declaration, to which you must attach a print out of that data entered online along with copies of supporting documentation (e.g. contract notes);
- Ensure that you validly execute the Statutory Declaration, with the attached data;
- Return the completed documents to the following address, ensuring that such documents are received **no later than 4pm on 19 October 2012**:

Nufarm Class Action Registration
Slater & Gordon
GPO Box 4864
MELBOURNE VIC 3001