

NOTICE TO NOTEHOLDERS

From: Incitec Pivot Finance LLC and Dyno Nobel Inc.

To: Each Noteholder of the Notes described below

Date: 26 September 2019

<u>Title</u>	<u>Maturity Date</u>	<u>ISIN</u>	<u>Aggregate principal amount outstanding</u>
3.95% Fixed Rate Notes	3 August 2027	XS1657899628	US\$400,000,000

Capitalised terms used but not defined in this notice shall have the meaning given to them in the Conditions of the Notes set out in the Offering Circular dated 14 July 2017 with respect to the Notes.

We hereby give notice pursuant to Condition 16(d) of the Notes that Dyno Nobel Inc. has replaced and been substituted for Incitec Pivot Finance LLC as Issuer of the Notes. This substitution took effect on 26 September 2019. Condition 16 of the Notes provides for the substitution of any Guarantor of the Notes for the Issuer without the consent of Noteholders, subject to the satisfaction of certain conditions precedent set out in Condition 16(a) of the Notes. Incitec Pivot Finance LLC and Dyno Nobel Inc. hereby confirm that such conditions precedent have been satisfied.

The purpose of substituting Incitec Pivot Finance LLC with Dyno Nobel Inc. is to better align the Group's debt/balance sheet with its US operational business.

As a result of this substitution, pursuant to Condition 16(b) of the Notes, Dyno Nobel Inc. shall be deemed to be named in the Notes as the principal debtor in place of Incitec Pivot Finance LLC and the Notes shall thereupon be deemed to be amended to give effect to the substitution. Incitec Pivot Finance LLC has been released from all of its obligations as principal debtor in respect of the Notes. Immediately following the substitution becoming effective, Incitec Pivot Finance LLC is a Guarantor with respect to the Notes which are issued by Dyno Nobel Inc.

In addition, the Offering Circular dated 14 July 2017 with respect to the Notes is to be read and interpreted subject to the following amendments:

- (a) On page 154 of the Offering Circular, replace the first paragraph of the section titled "*Taxation of Interest Paid by a U.S. Issuer*" with the following paragraph:

*Incitec Pivot Finance LLC is a limited liability company organized in Delaware and treated as disregarded from its sole owner, which is a corporation organized in Delaware. Dyno Nobel Inc. is a corporation organized in Delaware. Dyno Nobel Europe Pty Ltd is a private limited company organized in Australia that has, for U.S. federal income tax purposes, elected to be treated as disregarded from its sole owner, an entity that is treated as a U.S. corporation. Thus, each of Incitec Pivot Finance LLC, Dyno Nobel Inc. and Dyno Nobel Europe Pty Ltd (for so long as Dyno Nobel Europe Pty Ltd is a disregarded entity for U.S. federal income tax purposes, the sole owner of which, is itself a U.S. corporation) are treated for purposes of this disclosure as U.S. issuers of the Notes. Accordingly, each of Incitec Pivot Finance LLC, Dyno Nobel Inc. and Dyno Nobel Europe Pty Ltd is referred to herein as a "**U.S. Issuer**".*

- (b) On page 155 of the Offering Circular, insert the following paragraph at the end of the section titled "*Sale, Exchange, or Retirement of a Note*":

Generally, an exchange of property for cash or other property is a taxable transaction unless an exception applies. In the case of debt instruments, Treasury regulations

provide that when a debt instrument is modified or exchanged for another debt instrument, that modification or exchange is treated as an exchange for U.S. federal income tax purposes if it constitutes a "significant modification" within the meaning of such Treasury regulations. In general, under the Treasury regulations, the modification of a debt instrument is a "significant modification" if, based on all the facts and circumstances and taking into account all modifications of the debt instrument collectively, the legal rights or obligations that are altered and the degree to which they are altered are "economically significant". Treasury regulations that govern the determination of whether a modification is a significant modification provide that a change in the obligor of a recourse debt instrument is treated as a significant modification unless one or more exceptions apply. The Notes are recourse for purposes of U.S. federal income tax law. Therefore, because the obligor of the Notes will change, and it is expected that none of the exceptions will apply, we expect (and we intend to take the position) that such change will be treated as a "significant modification" of the Notes. Accordingly, while Non-U.S. Holders (as defined above) generally will not be subject to U.S. federal income tax as a result of the significant modification, a Non-U.S. Holder that may be subject to U.S. tax upon a sale or exchange of the Notes (for example, because gain from the sale of the Notes would be effectively connected with the Non-U.S. Holder's trade or business within the United States) should consult its tax advisor regarding the U.S. federal income tax consequence of such change in obligor.

- (d) On page 156 of the Offering Circular, insert the following sentence immediately after the second last sentence of the first paragraph at the top of that page:

However, under recently proposed regulations (the preamble to which specifies that taxpayers are permitted to rely on them pending finalization), no withholding will apply to payments of gross proceeds (other than any amount treated as interest).

If you have any questions please contact:

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On behalf of **Incitec Pivot Finance LLC** and **Dyno Nobel Inc.**

Name: Geoff McMurray
Position: Authorized Signatory

