

19 November 2020

The Manager  
Company Announcements Office  
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SYDNEY NSW 2000

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[nufarm.com](http://nufarm.com)

## **ELECTRONIC LODGEMENT**

Dear Sir/Madam

### **ANNUAL GENERAL MEETING – CHAIRMAN’S LETTER AND PROXY FORM**

Please find attached a copy of the Chairman’s letter and proxy form to be sent to shareholders today for both the 2020 Annual General Meeting and the Annual General Meeting for the two months ended 30 September 2020.

Attached for release is a copy of the Notice of Meeting for the two months ended 30 September 2020.

This announcement has been released simultaneously to New Zealand’s Exchange.

Authorised for lodgement by

A handwritten signature in black ink, appearing to read 'Fiona Smith', is written over a light grey rectangular background.

**Fiona Smith**  
Group General Counsel and Company Secretary  
Nufarm Limited

**Online:**

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 134864**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

19 November 2020

Dear Shareholder

**Annual General Meeting for year ended 31 July 2020 (FY20)**

**Annual General Meeting for the 2 month period ended 30 September 2020 (Transitional Period)**

Nufarm has changed its financial year end from 31 July to 30 September. As a consequence, there is a two month period from 1 August 2020 to 30 September 2020 (Transitional Period) which requires Nufarm to not only report its financial results for this period but also requires that we hold an additional annual general meeting for this period.

**AGM details**

I am pleased to invite you to attend the Annual General Meetings (AGM) of Nufarm for FY20 and the Transitional Period, which will be conducted online consecutively starting with the FY20 AGM at 10.00am (AEDT) on Friday 18 December 2020, with the Transitional Period AGM commencing at the later of 10.45am (AEDT) or 10 minutes after the conclusion of the FY20 AGM.

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary amendments have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*. These modification allow companies to hold fully virtual annual general meetings. To protect the health and safety of our shareholders and staff, and to allow for shareholders who wish to attend the FY20 AGM and the Transitional Period AGM, we will hold fully virtual meetings. Accordingly, there is not a physical location for you to attend. Rather, we are relying on technology to facilitate shareholder engagement and participation in the meeting.

**Participation in online AGMs**

Your participation in each of the FY20 AGM and the Transitional Period AGM is important to us. The meetings will be webcast live via the Lumi online platform. You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time.

You can attend the AGMs online using your computer, your mobile phone or other device using the Lumi platform by entering this link in your browser: [www.web.lumiagm.com/311533120](http://www.web.lumiagm.com/311533120). Alternatively, you can use the Lumi AGM app (which you can download from the Apple App or Google Play stores by searching Lumi AGM). You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

Further information on how to participate in the Meeting is provided in the Notice of Meeting and in the Online Meeting Guide, which you can access online on the Nufarm website at [www.nufarm.com/investor-centre/annual-general-meeting](http://www.nufarm.com/investor-centre/annual-general-meeting).

## Notice of Meeting

The legislative amendments to the *Corporations Act 2001* also allow notices of the AGM and other information regarding an annual general meeting to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Meeting for each of the FY2020 and Transitional Period AGMs will not be mailed to shareholders. Instead, they are available for you to view and download on the Nufarm website at [www.nufarm.com/investor-centre/annual-general-meeting](http://www.nufarm.com/investor-centre/annual-general-meeting).

The Notice of Meeting for each of the FY20 and Transitional Period AGMs sets out the formal business to be addressed at each meeting as follows:

Notice of Meeting for FY20 AGM:

1. receive and consider the financial, directors and auditors reports for the year ended 31 July 2020;
2. adopt the Remuneration Report for the year ended 31 July 2020;
3. vote on the election and re-election of Directors;
4. approve the new Constitution; and
5. approve the Constitution - Insertion of Proportional Takeover Approval Provisions.

Notice of Meeting for Transitional Period AGM:

1. receive and consider the financial, directors and auditors reports for the two months ended 30 September 2020;
2. adopt the Remuneration Report for the two months ended 30 September 2020; and
3. vote on the election of Lynne Saint as a Director of the Company.

## Proxy

If you will not be able to attend the FY20 or the Transitional period AGMs online at the scheduled time, you can still participate by appointing a proxy to attend and vote. A proxy form is enclosed with this letter.

If you intend to appoint a proxy, please lodge a directed proxy vote online at [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively, you can lodge your signed and directed proxy by mail or fax in accordance with instructions contained in the enclosed proxy form or the Notice of Meeting. For your proxy appointment to be effective it must be received by **12.00pm (AEDT) Wednesday, 16 December 2020**.

## Speeches

The Chairman's and the Managing Director and CEO's speeches will be uploaded to the Nufarm website at [www.nufarm.com/investor-centre/annual-general-meeting](http://www.nufarm.com/investor-centre/annual-general-meeting) following release to the ASX market announcement platform.

## Annual Reports

For a detailed overview of the Group's performance and operations for the year ended 31 July 2020 and the 2 month period ended 30 September 2020, I encourage you to read the 2020 Annual Report and the Annual Report for the Transitional Period prior to the AGMs. The Annual Reports can be found on the Nufarm website at [www.nufarm.com/financial-reports/](http://www.nufarm.com/financial-reports/).


If you have any difficulties or queries regarding the AGMs please call 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).


Yours sincerely



**John Gillam**  
Chairman

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12.00pm (AEDT) Wednesday, 16 December 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 134864**

**SRN/HIN:**

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### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nufarm Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meetings on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at both the FY20 Annual General Meeting and the Transitional Annual General Meeting of Nufarm Limited to be held virtually on Friday, 18 December 2020 with the FY20 Annual General Meeting commencing at 10.00am (AEDT) and at any adjournment or postponement of that Meeting. The Transitional Annual General Meeting will then commence at the later of 10.45am (AEDT) or 10 minutes after the conclusion of the FY20 Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (for both the FY20 and the Transitional AGMs) (except where I/we have indicated a different voting intention below) even though Item 2 (for both the FY20 and the Transitional AGMs) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 (for both the FY20 and the Transitional AGMs) by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### FY20 Annual General Meeting Items of Business

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a) Re-election of Gordon Davis as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b) Election of John Gillam as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(c) Re-election of Peter Margin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(d) Re-election of Marie McDonald as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Constitution - Insertion of Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Transitional Annual General Meeting Items of Business

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Lynne Saint as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

