

21 December 2022

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ELECTRONIC LODGEMENT

Dear Sir/Madam

ANNUAL GENERAL MEETING – NOTICE OF MEETING, PROXY FORM AND ACCESS LETTER

Nufarm Limited will hold its Annual General Meeting at the RACV Club, 501 Bourke St, Melbourne, Victoria 3000 and online on **Wednesday, 1 February 2023 at 11.00am (AEDT)**.

Attached for release is a copy of the Notice of Meeting and the associated documents:

- Proxy Form; and
- Access Letter.

The Notice of Meeting contains instructions for shareholders as to how to participate in the Annual General Meeting in person or online, including how to vote and ask questions.

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

Authorised for lodgement by

A handwritten signature in grey ink that reads 'Kate Hall'.

Kate Hall
Group Executive, General Counsel and Company Secretary
Nufarm Limited



Nufarm Limited Notice of Annual General Meeting 1 February 2023

 **Nufarm**
Grow a better tomorrow



Dear Shareholder

I am pleased to invite you to the Annual General Meeting (**Meeting** or **AGM**) of Nufarm Limited (**Nufarm**), which will be held as a hybrid meeting at the RACV Club in Melbourne, Australia, and online at 11.00am (AEDT) on Wednesday 1 February 2023. This Meeting relates to Nufarm's financial year ending 30 September 2022.

The Board is very pleased to welcome shareholders back in person after COVID-19 necessitated a fully virtual format for our last AGM. We will also be offering an online platform to provide shareholders the option to attend virtually. Shareholders can watch, vote and ask questions in relation to the business of the Meeting in real time whether attending in person or virtually. Information on how to participate virtually is set out in the accompanying Notice of Meeting and in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

As announced in May, following the change made in 2020 to Nufarm's financial year end (moving from 31 July to 30 September), Nufarm applied for and received a waiver from ASIC to not hold an AGM in the 2022 calendar year. This gives Nufarm additional time for shareholder and proxy adviser engagement in advance of the AGM, and affords Nufarm additional time following the release of our full year results last month to provide a more meaningful trading update to shareholders and the market at the Meeting. It does, however, result in an outcome where no AGM was held in the 2022 calendar year, with our previous AGM being held in late 2021 and this AGM to be held in early 2023.

Board renewal

The Board committed to a process of renewal in 2020 and more progress has been made to that end in the FY22 period. We announced the appointment of Ms Alexandra Gartmann as an independent non-executive director on 23 September 2022, which followed the retirements of long-serving Board members Frank Ford and Toshikazu Takasaki.

Mr Ford retired at the conclusion of the previous AGM and Takasaki-san resigned on 31 May 2022. On behalf of the board, I want to thank them both for their outstanding contributions to Nufarm over a long period of time.

The change in AGM timing, combined with the manner in which the financial year end change was effected, means we also have a number of directors standing for re-election at this Meeting notwithstanding they were re-elected a little over two years ago. In particular, I draw to your attention that longstanding directors Gordon Davis and Peter Margin are offering themselves for re-election. Our board renewal process will conclude in 2023 with both Gordon and Peter indicating their intentions to retire towards the end of 2023, once suitable new appointments are identified and on-boarded. Their re-election would afford the board the time and flexibility to identify suitable new directors to complete the renewal process in an orderly manner, and I thank them for standing again.

How to vote

Details of each resolution to be proposed at this Meeting are set out in the accompanying Notice of Meeting and the Explanatory Notes.

Directors recommend that Shareholders vote in favour of all resolutions. Information on voting, including how to vote directly and appoint a proxy, are available in the Notes relating to Voting section on page 5 of the Notice of Meeting. If you cannot join the Meeting in person or online, you may appoint a proxy to attend and vote on your behalf. To do this you must appoint a proxy and lodge a proxy vote so that it is received no later than 11.00am (AEDT) on Monday 30 January 2023.

How to ask questions

Asking questions prior to the meeting

Questions from shareholders are important to us and we encourage shareholders to submit questions to the Company in advance of the Meeting. This will allow us to address any key themes that have been raised during the meeting.

Shareholders can also submit written questions to Nufarm's auditor, KPMG, regarding the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 September 2022.

Please submit written questions:

- by email to rachel.scully@nufarm.com; or
- online at www.investorvote.com.au when voting online.

Please note, that any questions to the Company or Auditor must be received by 5.00pm (AEDT) on Tuesday 24 January 2023. Further information on how to ask a question is available in the Notes relating to Voting in the Notice of Meeting.

Asking questions during the meeting

During the AGM, shareholders as a whole will have a reasonable opportunity to ask questions or make comments:

- verbally in person at the Annual General Meeting;
- in writing via the online platform at <https://meetnow.global/M46YSDC>; or
- verbally via the online platform following the instructions.

Only verified shareholders, proxyholders and corporate representatives may ask questions at the Meeting or online. More detailed information on how to ask questions during the AGM is provided in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

People who register as guests to view the AGM through the platform will not be able to vote or ask questions.

For those that are not able to join the Meeting, the webcast of the meeting will be available at www.nufarm.com/investor-centre/annual-general-meeting/.

On behalf of the Board and the management team of Nufarm I want to thank you for your continued support of Nufarm and look forward to your virtual attendance and the opportunity to engage with you at the Meeting.

Yours sincerely



John Gillam
Chair

21 December 2022

NOTICE IS GIVEN that the 107th Annual General Meeting (Meeting or AGM) of Shareholders of Nufarm Limited (Nufarm or the Company) will be held at the RACV Club, 501 Bourke St, Melbourne, Victoria 3000 and online on **Wednesday, 1 February 2023 at 11.00am AEDT.**

Ordinary Business

1) Financial Reports and Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 September 2022.

2) Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 September 2022 be adopted.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement for Item 2

The Company will disregard any votes cast on Item 2:

- by or on behalf of a person who is a member of the Company's Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 September 2022 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Resolution 2 is connected with the remuneration of the KMP.

3) Election and re-election of Directors

To consider and, if thought fit, pass the following resolutions, each as separate ordinary resolutions:

- a) that *Alexandra Gartmann, being eligible, be elected as a Director of the Company;*
- b) that *John Gillam, being eligible, be re-elected as a Director of the Company;*
- c) that *Marie McDonald, being eligible, be re-elected as a Director of the Company;*
- d) that *Gordon Davis, being eligible, be re-elected as a Director of the Company; and*
- e) that *Peter Margin, being eligible, be re-elected as a Director of the Company.*

Special Business

4) Renewal of Proportional Takeover Approval Provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

That, for the purposes of section 136 and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions in clause 6 of the Company's Constitution be renewed for a period of three years on the terms and conditions set out in the Explanatory Notes.

5) Approval of Nushare Plan – Global Employee Matching Scheme – foreign law purposes

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That the Nushare Plan – Global Employee Matching Scheme, as modified by the California Rules for offers to be made to participants in California, and the transfer or issue of ordinary shares of Nufarm Limited (Shares) under the Nushare Plan, as described in the explanatory statement of this Notice of Meeting, be approved for the purposes of complying with California securities laws and other laws and requirements applicable to offers made to participants outside of Australia.

Voting exclusion statement for Item 5

The Company will disregard any votes cast on Resolution 5 as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as a proxy for a person permitted to vote on Resolution 5:

- In accordance with a direction as to how to vote on the Proxy Form; or
- By the person chairing the Meeting pursuant to an express authorisation to exercise the proxy even though it is connected with the remuneration of KMP.

Further information on the Nushare Plan (including the California Rules) appears in the Explanatory Statement to this Notice of Meeting.

6) Approval of issue of Rights to Executive Director – Greg Hunt

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of Rights to the Company's Managing Director and Chief Executive Officer, Greg Hunt, in accordance with the terms of the Company's Executive Incentive Plan (Plan) as set out in the Explanatory Notes which accompany the Notice of AGM.

Voting exclusion statement for Item 6

The Company will disregard any votes on Item 6:

- cast in favour of the resolution by or on behalf of the Managing Director and Chief Executive Officer, Greg Hunt, and his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a person who is a member of the Company's key management personnel (KMP) on the date of the meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast by:

- such persons appointed as proxy or attorney on behalf of a person who is entitled to vote on this resolution, in accordance with the direction on the submitted voting instructions;
- the Chair of the AGM, as proxy for a person who is entitled to vote on this resolution, in accordance with the direction given to the Chair to vote on this resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
 - ii. the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board



Kate Hall

Company Secretary

21 December 2022

Notes relating to voting

Entitlement to Vote

1. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares in the Company as at **7.00 pm (AEDT) on Monday 30 January 2023** will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
2. If more than one joint holder of shares attends the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose first name appears first on the register will be counted.

Exercising your right to vote

3. Voting on all resolutions will be conducted by a poll.
The poll will be conducted live and online during the Meeting using the Computershare online meeting platform.

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to restrictions on voting referred to above).

On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,

the Chair of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Shareholders are encouraged to submit their vote in advance of the Meeting by appointing a proxy at www.investorvote.com.au by 11.00am (AEDT) on Monday 30 January 2023.

Proxies

4. A shareholder entitled to attend and vote at the Meeting can appoint a proxy to attend and vote on their behalf. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au.
5. A proxy need not be a Shareholder of Nufarm and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes.

6. If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the 'for', 'against' or 'abstain' box on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed. If no direction is given, the proxy may vote as it sees fit, subject to any voting restrictions applicable to the proxy. Unless the Chair of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on Items 2, 5 or 6 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on Items 2, 5 and 6.
7. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the online meeting guide available at www.computershare.com.au/virtualmeetingguide.
8. Either the original, facsimile or electronic transmission of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the Meeting (i.e. by no later than 11.00am (AEDT) on Monday 30 January 2023). Any Proxy Form received after this deadline, including at the AGM, will be invalid.
Proxy Forms may be lodged as follows:
Post Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001
Fax 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)
Online by visiting www.investorvote.com.au and quoting the 6 digit control number found on the front of your Proxy Form.
Intermediary Online subscribers (custodians) can lodge a proxy online by visiting www.intermediaryonline.com.
9. Additional Proxy Forms can be obtained from Nufarm Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Proxy voting by the chair

10. If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, and you do not direct the Chair of the Meeting how to vote on Items 2, 5 or 6, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your undirected proxy on the resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP. If you do not direct the Chair of the Meeting how to vote on an item of business, the Chair as your proxy intends to vote IN FAVOUR of all Resolutions.

Corporate shareholders

11. A body corporate that is a shareholder may appoint an individual as its representative to exercise any of the powers the body may exercise as a shareholder at general meetings of Nufarm or in the capacity of a shareholder's proxy at general meetings of Nufarm. The appointment must comply with the requirements of section 250D of the Corporations Act. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
12. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Meeting, unless it has previously been given to the Company.

Voting by attorney

13. A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may be, but need not be, a member of the Company.
14. If you wish to appoint an attorney to act on your behalf at the Meeting, your appointment must be made by a duly executed Power of Attorney. The Power of Attorney must be received by no later than 11.00am (AEDT) on Monday 30 January 2023 unless it has been previously provided to Nufarm.

Participating at the meeting

15. Shareholders, proxyholders and authorised corporate representatives can attend the AGM either in person by attending at the RACV Club in Melbourne or by participating via the online platform at <https://meetnow.global/M46YSDC>.
16. Shareholders and proxyholders will be able to participate in the Meeting online using your computer, your mobile phone or device via the Computershare online meeting platform. This platform enables shareholders, proxyholders, attorneys and authorised representatives to view the meeting live, ask questions verbally or via a live text facility and vote.

You can participate in the Meeting online by entering this link in your browser: <https://meetnow.global/M46YSDC>.

Further information about how to log in to the Computershare online meeting platform, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the online meeting guide, which you can access online at www.computershare.com.au/virtualmeetingguide.

Online registration will open at 10.00am (AEDT) on Wednesday 1 February 2023 (one hour before the AGM commences). Nufarm recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

Shareholder login details:

Shareholders will need the following information in order to login to the AGM online platform:

- Your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)
- The postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should select their country from the drop-down box.

Proxyholder login details:

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

Questions for the company

17. Shareholders may submit written questions to the Company before the Meeting. Any questions must be received by no later than 5:00pm (AEDT) on Tuesday 24 January 2023. Please submit your written questions online by:
 - emailing Investor Relations at rachel.scully@nufarm.com; or
 - online at www.investorvote.com.au (by logging on and selecting 'Voting').

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

Shareholders may ask questions at the Meeting or may also submit questions and comments online during the Meeting via the Computershare online meeting platform. More detailed information on how to ask questions during the AGM is provided in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

Please note, only shareholders, proxyholders, attorneys and authorised corporate representatives may ask questions and only once they have been verified.

Questions for the auditor

18. Shareholders may submit written questions to the Company's auditor, KPMG, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 30 September 2022.

Any questions must be received by no later than 5:00pm (AEDT) on Tuesday 24 January 2023. Please submit your written questions online by:

- emailing Investor Relations at rachel.scully@nufarm.com; or
- online at www.investorvote.com.au (by logging on and selecting 'Voting').

Technical difficulties

19. Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where they consider it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy by 11.00am (AEDT) on Monday 30 January 2023, even if they plan to attend.

Explanatory Notes of Meeting

These explanatory notes form part of the Notice of Meeting and should be read in conjunction with it. These explanatory notes have been prepared to provide shareholders with important information regarding the items of business referred to in the Notice of Meeting of Nufarm. **These Explanatory Notes should be read carefully by Shareholders prior to the Meeting.**

Item 1: Financial Reports and Statements

The Financial Report, Directors' Report and Auditor's Report of the Nufarm Group, prepared on a consolidated single entity basis for the year ended 30 September 2022, will be laid before the Meeting as required by the Corporations Act. This item does not require a Shareholder vote.

The Chair of the Meeting will give shareholders as a whole a reasonable opportunity to ask questions and make comments on the financial statements and reports and to ask the Auditor questions relevant to the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company, and the independence of the Auditor.

The Financial Report, Directors' Report and Auditor's Report are available from the Company's website at <https://nufarm.com/results-presentations/>.

Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 56 to 76 of the Company's 2022 Annual Report and details the Company's remuneration policy and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 September 2022.

Shareholders as a whole will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. In accordance with section 250R of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

Item 3: Election and re-election of directors

The process of selecting, nominating and appointing Directors involves a formal selection process that is overseen by the Nomination Committee that includes the preparation of a role description that includes the required skills, experience and attributes and an executive search firm is often engaged to assist with the process. Prior to appointment all Directors are subject to extensive background and screening checks.

Further information on the Board's approach to Director appointment, election and re-election process can be found in our 2022 Corporate Governance Statement at <https://nufarm.com/investor-centre/corporate-governance/>.



Item 3a: Election of Alexandra Gartmann

Alexandra Gartmann, having been appointed on 23 September 2022, retires in accordance with rule 8.1(c) of the Company's constitution and being eligible, is standing for election.

Information about Alexandra Gartmann is set out below:

Alexandra Gartmann **BSc (REM) Hons**

Alexandra joined the Board on 23 September 2022 as an independent, non-executive Director and was appointed as a member of the audit committee and the risk and compliance committee on 29 September 2022.

Alexandra brings over 25 years of deep industry experience in rural, agriculture and community focused organisations and is the former chief executive officer of the Rural Bank, a division of the Bendigo & Adelaide Bank. Her executive career includes roles such as Bendigo & Adelaide Bank Executive Marketing, Partnerships & Corporate Affairs and chief executive officer of Rural Bank and as chief executive officer of the Foundation for Rural & Regional Renewal and The Birchip Cropping Group. Alexandra serves on boards across agriculture, banking and the environment.

Alexandra is currently chair of the Victorian Agriculture & Climate Change Council and Deputy Chair of the Australian Wool Testing Authority. She is a trustee of the Helen MacPherson Smith Trust and a director of the Australian Farm Institute and the One Basin Cooperative Research Centre. She is the former chair of the CSIRO Agriculture and Food Advisory Council.

The Board considers that Alexandra will make a valuable contribution to the Board, noting her extensive executive and board experience, particularly with respect to agriculture and ESG matters, enhances the Board's ability to oversee Nufarm's performance and governance.

The Board considers that Alexandra Gartmann is an independent Director.



Item 3b: Re-election of John Gillam

John Gillam retires by rotation in accordance with clause 8.1(d) of the Company's constitution and being eligible is standing for re-election.

Information about John Gillam is set out below:

John Gillam **BCom, MAICD, FAIM**

John Gillam joined the Board on 31 July 2020 and was appointed Chair from 24 September 2020, and was last elected by shareholders at the 2020 AGM (meeting 1).

John has extensive commercial and leadership experience from a 20-year career with Wesfarmers where he held various senior leadership roles including CEO of the Bunnings Group, Managing Director of CSBP and Chairman of Officeworks. His experience as a non-executive Director includes his role as Chairman of CSR Limited.

John is also Chairman of BlueFit Pty Limited, director of the Heartwell Foundation and the Clontarf Foundation and a former Director of Trinity Grammar School.

The Board considers John's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to commercial, leadership and governance matters.

The board considers that John Gillam is an independent Director.



Item 3c: the re-election of Marie McDonald

Marie McDonald retires by rotation in accordance with 8.1(d) of the Company's constitution and being eligible is standing for re-election.

Information about Marie McDonald is set out below:

Marie McDonald LLB (Hons), BSc(Hons)

Marie McDonald joined the Board in 2017 and was last elected by shareholders at the 2020 AGM (meeting 1). Marie is a member of the nomination committee and member of the audit committee and risk and compliance committee.

Marie is widely recognised as one of Australia's leading corporate and commercial lawyers having been a Senior Partner at Ashurst until 2014 where she specialised in mergers and acquisitions, corporate governance and commercial law. Marie was Chair of the Corporations Committee of the Business Law Section of the Law Council of Australia from 2012 to 2013, having previously been the Deputy Chair, and was a member of the Australian Takeovers Panel from 2001 to 2010.

Marie is a Director of CSL Limited, Nanosonics Limited and the Walter and Eliza Hall Institute of Medical Research, and a member of the Melbourne University Law School Foundation Board.

The Board considers that Marie continues to make a valuable contribution to the Board noting her extensive experience advising a wide range of industries. The Board considers Marie's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to legal and governance matters.

The Board considers Marie an independent Director.



Item 3d: the re-election of Peter Margin

Peter Margin retires by rotation in accordance with clause 8.1(d) of the Company's constitution and being eligible is standing for re-election.

Information about Peter Margin is set out below:

Peter Margin BSc(Hons), MBA

Peter Margin joined the Board in October 2011 and was last re-elected by shareholders at the 2020 AGM (meeting 1). Peter is Chair of the Human Resources Committee and member of the nomination committee and Risk and Compliance Committee.

Peter has many years of leadership experience in major Australian and International food companies, including Executive Chairman of Asahi Holdings (Australia) Pty Ltd, Chief Executive of Goodman Fielder Ltd and before that Chief Executive and Chief Operating Officer of National Foods Ltd.

Peter currently serves as a non-executive director of Costa Group Holdings and Deputy Chairman of Bega Cheese Limited. He is the former Chairman of Asahi Holdings (Australia) Pty Ltd.

Peter has indicated that, if re-elected, he does not intend to serve the full three year term and will retire during this period in line with the overall succession planning for the Board, likely around the end of calendar year 2023.

As noted above, Peter has been a non-executive director since 2011. The Board recognises that length of tenure is an important factor in assessing a non-executive director's independence. After reflecting on Peter's tenure, the Board assessed Peter as independent on the basis that he continues to test and challenge senior management constructively and always provides independent judgement on matters presented for Board decisions. The Board considers that Peter continues to make a valuable contribution to the Board noting his extensive experience in a wide range of industries.

The Board considers Peter's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to remuneration and human resource related matters as Chair of the human resources committee.

The Board considers Peter an independent Director.



Item 3e: the re-election of Gordon Davis

Gordon Davis retires by rotation in accordance with clause 8.1(d) of the Company's constitution and being eligible is standing for re-election.

Information about Gordon Davis is set out below:

Gordon Davis **BForSc, MAgSc, MBA**

Gordon Davis joined the Board in May 2011 and was last re-elected by shareholders at the 2020 AGM (meeting 1). Gordon is Chair of the Risk and Compliance Committee and member of the Audit Committee and Human Resources Committee.

Gordon is a director of Midway Limited and Healius Limited. Gordon was managing director of AWB Limited between 2006 and 2010 and held various senior executive positions with Orica Limited, including general manager of Orica Mining Services (Australia, Asia) and general manager of Incitec Fertilizers. He has also served in a senior capacity on various industry associations.

Gordon has indicated that, if re-elected, he does not intend to serve the full three year term and will retire during this period in line with the overall succession planning for the Board, likely around the end of calendar year 2023.

As noted above, Gordon has been a non-executive Director since 2011. The Board recognises that length of tenure is an important factor in assessing a non-executive Director's independence. After reflecting on Gordon's tenure, the Board assessed Gordon as independent on the basis that he continues to test and challenge senior management constructively and always provides independent judgement on matters presented for Board decisions. The Board considers that Gordon continues to make a valuable contribution to the Board, noting his extensive business experience in a wide range of industries.

The Board considers Gordon's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to risk management including health, safety and environmental management as Chair of the Risk and Compliance Committee.

The Board considers Gordon an independent Director.

Directors' Recommendation

The Board, with Alexandra Gartmann, John Gillam, Marie McDonald, Peter Margin and Gordon Davis abstaining in relation to their own election or re-election, unanimously supports and recommends the election of Alexandra Gartmann and the re-election of John Gillam, Marie McDonald, Peter Margin, and Gordon Davis.

The Chair of the Meeting intends to vote all available proxies in favour of these Resolutions.

Item 4: Renewal of Proportional Takeover Approval Provisions

The Company's Constitution contains provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act. The provisions, which are contained in clause 6 of the Constitution, are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed or re-inserted every three years or they will cease to have effect. The current provisions were approved by Shareholders at the 2020 AGM (meeting 1). The three year period will end on 18 December 2023. Due to the shift in timing of the Company's AGM, the board has determined to put the matter to shareholders at the 2023 AGM in February 2023.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or inclusion of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

A proportional takeover bid is one where an offer is made to each Shareholder for a proportion of that Shareholder's shares, and not for the Shareholder's entire shareholding. The specified proportion must be the same in the case of all Shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made Shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all Shareholders. This provision allows Shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in clause 6 of the proposed Constitution is that if a proportional takeover bid is made for Nufarm, Nufarm must refuse to register a transfer of Nufarm Shares giving effect to any acceptance of the bid unless the takeover bid is approved by shareholders in a general meeting.

In the event of a proportional takeover bid being made, the Directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid.

A resolution approving the bid must be passed before the 14th day before the last day of the bid period. The resolution will be passed if more than 50% of votes are cast in favour of the approval. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class shares is entitled to vote, except that the bidder and its associates are not allowed to vote.

If no resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is rejected, transfers which would have resulted from the acceptance of a bid are prohibited and the bid is deemed to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers will be registered if they comply with the Corporations Act and the Company's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. The proportional takeover provisions do not apply to full takeover bids and only apply for three years after approval – in this case until 18 December 2023. The provisions may be renewed or re-inserted, but only by a special resolution.

Reasons for proposing the resolutions

A proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proportional takeover provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Review of Proportional Takeover Provisions

While proportional takeover provisions have been in effect under the Company's Constitution, no takeover bids for the Company have been made, either proportional or otherwise.

Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover provisions (that is, clause 6 of the Constitution) for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by clause 6.

Potential Advantages and Disadvantages

The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for Directors. They remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential **advantages** of the proportional takeover provisions for Shareholders of the Company are:

- Shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist Shareholders to avoid being locked in as a minority;
- the bargaining power of Shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

The potential **disadvantages** for Shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- Shareholders may lose an opportunity of selling some of their shares at a premium;
- the chance of a proportional takeover bid being successful may be reduced; and
- may be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Nufarm Shares.

The Directors consider that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

No Knowledge of Any Acquisition Proposals

At the date of this Notice of Meeting, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the insertion of the proportional takeover provisions in the Company's Constitution.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Item 5: Approval of Nushare Plan – foreign law approval

Overview

The Nufarm Limited Equity Incentive Plan ('**Equity Plan**') was established in September 2021 and is a broad based employee equity plan under which the Board may grant equity awards to eligible employees, in order to attract, motivate and retain employees. Awards under the Plan may be in the form of rights, options or shares on the terms that the Board determined from time to time. Further information on the Equity Plan is set out in the Remuneration Report on pages 62 to 66 of the 2022 Annual Report.

One of the main programs offered under the Equity Plan is a global employee share matching scheme, called Nushare, which is designed to assist eligible employees to build their shareholding in the Company, and support the alignment of their interests with those of shareholders.

Approvals sought

Certain awards that may be offered under the Nufarm Plan are available to Group employees in Australia and selected countries across the world, including in the United States.

In order to offer participation in the Nushare Plan to participants in California, there are certain securities law requirements that must be met in California in order to qualify for an exemption from registration available for compensatory benefit plans. In particular, under Section 25102(o) of the California Securities Laws of 1968, as amended, and the applicable provisions of the California Corporations Code of Regulations (**Section 25102(o)**) issued thereunder:

- additional supplementary terms (outlined below) are required to apply to the rights offered under the Nushare Plan made to participants in California; and
- in light of the number of employees in California to whom offers may be made, shareholder approval of the Nushare Plan (including the supplementary terms) must be received from the company's shareholders (and such approval would be required to be received every 10 years).

Shareholder approval of the Nushare Plan, as supplemented by the California Rules for participants in California, is being sought to enable Nufarm to make offers under the Nushare Plan to employees in California on substantially the same terms as other employees.

In addition, in other jurisdictions, shareholder approval of the Nushare Plan may enable the Company to rely on exemptions from securities law or other regulatory requirements or allow participants to take advantage of specific tax treatment with respect to awards offered under the Nushare Plan.

Explanatory Notes of Meeting continued

Overview of key terms of the Nushare Plan

Under the Nushare Plan, eligible employees are invited to invest their own funds to purchase Nufarm shares (**Acquired Shares**) and then receive a proportionate number of rights to receive Nufarm shares in the future (**Matching Shares**), provided the participating employee remains employed and continues to hold the Acquired Shares.

<p>Purchased Shares</p>	<p>Participants elect to contribute a percentage of their after-tax salary (currently, up to a maximum of 10%, capped at AU\$20,000 per annum) to purchase Acquired Shares over a specified contribution period (currently six months). Acquired Shares are allocated monthly based on the participant's contributions.</p> <p>Acquired Shares may be purchased on the ASX or may be newly issued by Nufarm.</p> <p>Where Shares are purchased on-market, the number of Shares allocated to participants is determined based on the average price at which the Shares are purchased on the ASX on the share acquisition date. Where newly issued Shares are allocated, the number of Shares is determined using the volume weighted average share price on the date the Acquired Shares are allocated.</p> <p>Acquired Shares do not have any trading restrictions, subject to the requirements of Nufarm Limited's Securities Trading Policy. However, the participant must continue to hold the Acquired Shares in order to receive Matching Shares (as explained below).</p>
<p>Matching Rights</p>	<p>Where a participant purchases Acquired Shares under the Nushare Plan, they receive Matching Rights for no extra cost at the end of the contribution period. A Matching Right is an entitlement to receive a Share at the end of a qualifying period provided the vesting conditions are met. Currently:</p> <ul style="list-style-type: none"> • Participants receive one Matching Right for every three Acquired Shares. • Matching Rights have a qualifying period of 12 months period following the end of the contribution period. • Matching Rights vest and convert to Matching Shares provided the following vesting conditions are met at the end of the qualifying period: <ul style="list-style-type: none"> – The Participant is still employed by the Group, and – The Participant still holds the related Acquired Shares.
<p>Matching Shares</p>	<p>Matching Shares may be purchased on the ASX or may be newly issued by Nufarm.</p> <p>Matching Shares do not have any trading restrictions once they have been allocated, subject to the requirements of Nufarm Limited's Securities Trading Policy.</p>
<p>Dividends and voting entitlements</p>	<p>Both Acquired Shares and Matching Shares allocated under the Plan will rank equally with other fully-paid shares in the Company and carry the right to dividends and a right to vote.</p> <p>Matching Rights do not carry a right to dividends or a right to vote. Participants will only be entitled to dividends and a right to vote after the Matching Rights vest and Matching Shares are allocated.</p>
<p>Ceasing employment</p>	<p>If a Participant ceases employment with the Company during the contribution period, any contributions that have not been used to purchase Acquired Shares will be returned to the participant and no Matching Rights will be granted.</p> <p>If a participant ceases employment with the Company during the qualifying period, the treatment of their Matching Rights will depend on the reason for cessation:</p> <ul style="list-style-type: none"> • If the participant resigns or is terminated for cause, Matching Rights will automatically lapse. • If the participant ceases employment for any other reason, the participant will retain their Matching Rights which will vest at the end of the qualifying period provided they continue to hold their corresponding Acquired Shares.

Other Nushare Plan terms

A summary of other key terms of the Nushare Plan are set out below.

Clawback	<p>The Plan Rules contains provisions dealing with the clawback of Rights and Shares in certain circumstances. Rights which have not vested may lapse where in the opinion of the Board, the participant has obtained or will obtain, an unfair benefit as a result of an act which:</p> <ol style="list-style-type: none">constitutes fraud or dishonest or gross misconduct in relation to the affairs of the Group;brings the Group into disrepute;is in breach of his obligations to the Group including compliance with any applicable Company Policy;constitutes a failure to perform any other act reasonably and lawfully requested of him; orhas the effect of delivering strong Company performance in a manner which is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Company performance following the end of the period.
Other Plan terms	<p>The Plan Rules, including the California Rules, contains the customary and usual terms to offer rights under the Nushare Plan to employees of the Group. The Plan Rules includes provisions dealing with change of control, divestments, tax, privacy, data protection and administration of the Nushare Plan. In addition, there are provisions dealing with the variation, suspension and termination of the Plan.</p>
California Rules	<p>A summary of the supplementary California-specific terms required under Section 25102(o) are set out below.</p> <ul style="list-style-type: none">The number of shares which may be issued under the Nushare Plan to California resident participants is limited to 10,000,000 fully paid ordinary shares of the Company from time to time over 10 years.Subject to any additional limitation imposed under the Nushare Plan, any right granted pursuant to the California Rules to California resident participants cannot be assigned, transferred or otherwise disposed of by the participant other than by will, laws of descent and distribution or otherwise permitted by law. This is consistent with the intention of the Nushare Plan that the rights granted thereunder are personal to the participant.In addition to the Nushare Plan provisions regarding adjustments to be made to rights granted under the Nushare Plan in certain circumstances, for California resident participants, proportionate adjustments must be made to the number of Shares purchasable, transferrable or issuable under a right granted under the Nushare Plan in the event of a stock split, reverse stock split, stock dividend, recapitalisation, combination, reclassification or other distribution of the Shares without the receipt of consideration by the Company, of or on the Shares.

If shareholders do not approve Resolution 5, the Nushare Plan will cease to operate in California in 2023 and any outstanding cash contributions from participants in California will be returned to them and any outstanding offers will be rescinded. It may also restrict Nufarm's ability to make offers under the Nushare Plan to employees in other foreign jurisdictions, where those jurisdictions require shareholder approval.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of and approve the Nushare Plan.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Item 6 – Grant of Rights to the Managing Director and Chief Executive Officer

The Company's Executive Incentive Plan ('EIP') was adopted effective 1 October 2021 provides an annual incentive award that drives performance against financial, strategic, operational and sustainability metrics supporting the delivery of long-term sustainable value. Offers made under the EIP are made pursuant to the Equity Incentive Plan Rules ('Plan Rules'). Further information regarding the EIP and the Plan Rules can be found in Nufarm's Remuneration Report on pages 56 to 76 of our 2022 Annual Report.

Item 6 set out in the Notice of AGM seeks approval for the proposed issue of performance rights over Nufarm ordinary shares ('Rights') to Mr Greg Hunt, the Company's Managing Director and CEO, as his incentive award under the EIP for the performance year commenced 1 October 2021, as well as for the issue of any shares on vesting of the Rights.

If shareholder approval is obtained, 272,227 Rights will be granted to Mr Hunt under the EIP shortly after the 2023 AGM and, in any event, no later than 12 months from the date of the 2023 AGM.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Hunt, including a cash-based incentive.

The Board considers that it is in the best interests of shareholders to provide the Managing Director and CEO with equity-based incentives to ensure there is alignment between satisfactory returns to shareholders and reward to Mr Hunt as an executive Director. The Company uses Rights because they create alignment between executive and ordinary shareholders but do not provide the executive with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. As the Rights form part of Mr Hunt's remuneration, they will be issued at no cost.

2022 EIP outcome

As disclosed in the Remuneration Report, for the 2022 performance year, the Managing Director and CEO had the opportunity to earn an EIP award with a target value of 130% of his fixed annual remuneration ('FAR') and maximum opportunity of 179% of FAR. Two thirds (66.67%) of the total EIP award is deferred into Rights, and the remaining one third (33.33%) is paid as cash at the end of 12-month performance year following the release of the audited financial statements.

The actual value of the 2022 EIP award was determined following the end of a 12-month performance year (1 October 2021 – 30 September 2022) based on the following performance scorecard measures:

- **Profit 25%:** group underlying EBIT;
- **Return on Investments 25%:** average group underlying return on funds employed;
- **Cash flow 25%:** average net working capital divided by sales; and
- **Non-financial 25%:** defined non-financial strategic or operational goals as determined by the Board. These included safety and Environment, sustainability, strengthening key supplier relationships, enhancing financial standing, strategic growth for the Crop protection and Nuseed business

As outlined in the Remuneration Report, the Board assessed achievement against the above performance measures as being 137% of the Managing Director and CEO's potential target opportunity. This means the value of his 2022 EIP award will be \$2,429,710, which will be delivered 33.33% in cash and 66.67% in Rights (subject to shareholder approval).

Key Terms

The key terms of the grant of Rights proposed to be made to Mr Hunt in respect of the 2022 EIP award are set out below.

Number allocated	<p>The total number of Rights to be granted to Mr Hunt is 272,227.</p> <p>The number of Rights to be granted was determined by dividing the value of the Rights component of the EIP award (being \$1,619,888) by the volume weighted average price of Nufarm Shares in the five trading days following the 2022 full year results announcement (being \$5.95).</p>
Date of Grant	<p>If shareholder approval is obtained, it is intended the Rights will be granted to Mr Hunt shortly after the Annual General Meeting. In any event, they will be granted within 12 months of receiving shareholder approval.</p>
Terms of Rights	<p>Each Right is a right to acquire one fully paid ordinary share in the Company on satisfaction of vesting conditions. Under the 2022 EIP offer, the Rights granted to the Managing Director will vest subject to the satisfaction of long-term non-financial strategic and operational goals and will be tested following the end of the vesting period (1 October 2022 – 30 September 2025).</p>
Vesting Conditions	<p>The Rights will be eligible to vest if the Board has determined (in its absolute discretion) that certain non-financial strategic and operational goals have been achieved ('Vesting Conditions'). The goals include:</p> <ul style="list-style-type: none">• Profitably building the crop protection and seeds portfolios to underpin the 2026 revenue aspiration;• Optimising Nufarm's global supply chain footprint to achieve company benchmarks for customer excellence, manufacturing efficiency, total delivered cost in line with our 2026 revenue aspiration;• Sustainability initiatives as published in Nufarm's sustainability report, including:<ul style="list-style-type: none">– 30% reduction in scope 1 and 2 greenhouse gas emissions from our manufacturing sites by 2030;– 20% reduction in hazardous waste by 2025;– 25% reduction in our volatile organic air emissions by 2025; and– ISO14001 certification at all manufacturing sites by 2025 (excluding Cairo); and• Building a leading portfolio of seed products that positively impact global environmental issues. <p>The Board may have regard to any matters it considers relevant (including any adjustments for unusual or non-recurring items that the board considers appropriate) when assessing performance against the Vesting Conditions. In general, on vesting of a Right, Mr Hunt will receive one fully paid Nufarm share for every Right that vests. However, the Board, at its discretion, may determine to make an equivalent value cash payment to Mr Hunt in lieu of an allocation of shares.</p> <p>Any Rights that do not vest will automatically lapse.</p>

Additional terms

Additional terms of the Rights are set out below:

Cessation of employment	<p>In the event Mr Hunt's employment is terminated for cause prior to the vesting date, all unvested Rights will lapse, unless the Board determines otherwise.</p> <p>Where Mr Hunt's employment ceases for any other reason, any unvested Rights will retain on foot and subject to the original terms, unless the Board decides otherwise.</p>
Clawback	<p>The Board has power under the Equity Incentive Plan Rules to clawback incentives that have vested and that have been paid or awarded to the Managing Director and CEO in certain circumstances.</p> <p>For example, Rights may be lapsed if the Managing Director and CEO acts fraudulently or dishonestly or if there is a material misstatement or omission in the financial statements of a Group company.</p>
Change of Control	<p>In the event of a takeover or other transaction that in the Board's opinion should be treated as a change of control event, the Board has a discretion to determine the vesting of some or all of the Rights.</p>
Dividends and other distributions	<p>Rights do not carry any dividend or voting rights.</p> <p>Shares allocated on vesting of Rights carry the same dividend and voting rights as other shares issued by the Company.</p>

Other required information – ASX Listing Rules

Approval is being sought from shareholders for all purposes, including for the purpose of ASX Listing Rule 10.14. ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders.

This is the first time the Company is seeking shareholder approval under ASX Listing Rule 10.14 for a grant of awards under the EIP. Details of equity awards granted under the Company's previous Short Term Incentive Plan and Long Term Incentive Plan are contained in the Annual Report relevant to the grant year.

Mr Hunt is the only director of Nufarm Limited (or associate of a director) entitled to participate in the EIP and receive Rights. No loans have been or will be granted to Mr Hunt in connection with his participation in the EIP and Mr Hunt is prohibited from entering into hedging transactions or arrangements in respect of his Rights.

For the purposes of ASX Listing Rule 10.15.4, Mr Hunt's current total remuneration package is as follows:

- Fixed annual remuneration (including superannuation) (**FAR**) of \$1,427,243
- Target opportunity under the EIP of 130% of FAR, being \$1,855,416, which if awarded is delivered 33.33% in cash and 66.67% in Rights.

Further information on Mr Hunt's remuneration is set out in the Remuneration Report on pages 56 to 76 of the 2022 Annual Report.

Details of any Rights issued under the EIP will be published in the Nufarm Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in any issue of shares under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion applies to Item 6 as set out in the Notice of Meeting.

Directors' recommendation

The Directors (excluding Mr Greg Hunt) unanimously recommend that you vote in favour of this resolution.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

[nufarm.com](https://www.nufarm.com)





ABN 37 091 323 312



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 652 479 (within Australia)
+61 3 9415 4360 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) Monday, 30 January 2023.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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 meeting 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 the Annual General Meeting of Nufarm Limited to be held at the RACV Club, 501 Bourke Street, Melbourne VIC 3000 and online on Wednesday, 1 February 2023 at 11:00am (AEDT) and at any adjournment or postponement of that 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 Items 2, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 5 and 6 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 Items 2, 5 and 6 by marking the appropriate box in step 2.

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.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Election of Alexandra Gartmann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of John Gillam as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Re-election of Marie McDonald as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Re-election of Gordon Davis as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e Re-election of Peter Margin as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Insertion of Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Nushare Plan – Global Employee Matching Scheme – foreign law purposes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of Deferred Rights to Executive Director - Greg Hunt	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*


Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date


Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Need assistance?

 **Phone:**
1300 652 479 (within Australia)
+61 3 9415 4360 (outside Australia)

 **Online:**
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Nufarm Limited Annual General Meeting

The Nufarm Limited Annual General Meeting will be held on Wednesday, 1 February 2023 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



ACCESS THE MEETING DOCUMENTS ONLINE

Access the Notice of Meeting and other meeting documentation at www.nufarm.com/investor-centre/annual-general-meeting.

Access the 2022 Annual Report at www.nufarm.com/financial-reports



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Monday, 30 January 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/M46YSDC>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at the RACV Club, 501 Bourke Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.