

# Health Safety and Environment Committee Charter

## Purpose

The Health Safety & Environment Committee (the Committee) is a committee of the Board. The Committee's purpose is to assist the Board in the effective discharge of its responsibilities in relation to health, safety and environment matters arising out of activities within the Nufarm Group as they affect employees, contractors, visitors, customers and the communities in which the Nufarm Group operates.

## Duties

In meeting its responsibilities, the Committee shall:

- Report Committee actions to the Board with such recommendations as the Committee may deem appropriate. The Committee will report to the Board immediately if it becomes aware of any material violations of internal or regulatory controls.
- Maintain suitable interaction with the Audit & Risk and the Nomination & Governance Committees.
- Perform such other functions assigned by law, the Company's Constitution, or the Board.

Management is responsible for:

- the preparation, presentation and integrity of the Group's health, safety and environment information and other information provided to the Committee;
- implementing, managing and maintaining appropriate enterprise-wide safety, health and environment risk management strategies, systems, policies and processes, reporting protocols and internal controls that are designed to ensure compliance with applicable standards, laws and regulations; and
- maintaining sufficient knowledge, skills and expertise within the Group's HS&E function.

## Health Safety and Environment

Without limiting its scope, the Committee should understand the Nufarm Group's structure and operations and may undertake site visits and receive periodic presentations from subject matter experts to assist in achieving such understanding.

The Committee has no delegated authority, but will review and report to the Board on strategic issues and exposures including:

- Considering health, safety and environment issues that may have strategic, business and reputational implications for the Company;
- Reviewing appropriate measures and responses, including the identification of key risks and appropriate mitigation strategies;
- Reviewing the setting of appropriate health, safety and environmental strategies and policies.
- Providing oversight of the annual Health, Safety and Environment report.
- Monitoring compliance with Nufarm Group's HS&E policy.
- Considering the effects of external developments in legislation, community expectations, research findings and technology.
- Reviewing significant health, safety and environment incident investigation reports.
- Reviewing product stewardship systems and compliance.
- Monitoring the environmental performance of Company activities.
- Reviewing sustainability practice and performance.

Where requested by the Board, the Committee will assist the Board to prepare disclosures as to:

- whether Nufarm has any material exposure to environmental and social sustainability risks; and
- if so, how Nufarm manages, or intends to manage, those risks.

## Legal and Regulatory Compliance

Without limiting its scope, in conjunction with the Board, and the Group's management, monitor the Company's compliance with all relevant:

- statutory and regulatory obligations relevant to health safety and environment;
- internal policies and procedures; and
- consider the effects of any new or proposed regulations and laws, principles or developments or disclosure requirements.

## In carrying out its duties the Committee will:

- self assess whether the Committee has carried out the responsibilities as defined in the Health Safety and Environment Committee Charter once a year;
- self assess whether the Committee complies with its membership requirements once every year; and
- critically review the Health Safety and Environment Committee Charter at least once a year to ensure its relevance and compliance with overall governance legislative requirements and best practice.

## Membership and Structure

- The Committee shall consist of at least three non-executive directors and is comprised of a majority of independent Directors.

- At least one member of the Committee should also be a member of the Audit & Risk Committee.
- Members of the Committee will have a range of different backgrounds, skills and experiences which, when taken as a whole, will give the Committee the ability to understand the industry in which the Company operates. At least one member of the Committee should have a background in manufacturing operations. Each member of the Committee must be aware of the general regulatory frameworks for the management of health, safety and environment matters.
- The Chairman of the Committee is appointed by the Board. The chairperson must be an independent non-executive director.
- The Chairman of the Committee is responsible for arranging all meetings of the Committee and, for providing members of the Committee with a written agenda.
- The Company Secretary or his appointee will act as secretary of the Committee and will circulate minutes of the meetings.

## Meetings

- Any member of the Committee may call a meeting of the Committee.
- As a minimum the Committee will meet 2 times a year.
- The Chairman of the Committee, or delegate, reports to the Board following each meeting.
- The Group Executive Operations, will attend all Committee meetings. The Committee may invite the Group Executive Innovation & Development and any executive management team members or other individuals to attend meetings of the Committee, as it considers appropriate.
- The Committee has direct access to the Company's officers and advisers, both external and internal, and has authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities from outside the Company.

## Quorum and Voting

- A quorum comprises any two Committee Members. In the absence of the Committee Chairman the members will elect one of their number as Chairman for that meeting.
- Each member shall have one vote.
- The Chairman of the Committee will not have a second or casting vote.