

Innovation Committee Charter

Adopted by the Board 14 July 2021

Innovation Committee Charter

Role

1. The role of the Innovation Committee (**Committee**) is to assist the Board of Nufarm Limited (**Board**) in relation to the matters set out in this Committee Charter. The Committee is accountable to the Board for its performance.
2. The Committee's responsibilities include the oversight of the Company's strategy, policies and procedures with regard to the development and adoption of innovative solutions and technologies in crop protection and seed technologies.
3. The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matters on which it advises, except where certain powers are specifically set out in this Committee Charter or are otherwise delegated by the Board.

Responsibilities and duties

Without limiting its overall role, the Committee will:

4. Recommend the Product Research and Development Policy to the Board for approval.
5. Review the strategic direction of the Company's approach to innovation in crop protection and seed technologies including the processes for reviewing existing and emerging trends in innovation that may affect the Company's strategic plan.
6. Oversight and review of any innovation technologies in potential acquisitions in crop protection and seed technologies and making recommendations to the Board about these innovation technologies and their alignment with the overall strategic direction of the Company.
7. Monitor and review the Company's research and development capital allocation policies and procedures for crop protection and seed technologies.
8. Monitor and review post implementation results including measurable benefits for all new key product development in crop protection and seed technologies.
9. Review the management of the Company's intellectual property portfolio.
10. Review and make recommendations on commercialisation opportunities for the Company's technology including pathways to commercialisation of intellectual property
11. Consider and review relationships with key third parties necessary to further develop the Company's adoption of innovative solutions and technologies.

Advice

12. The Committee has free and unfettered access to senior management, and all external and technical expertise and to make any enquiries required to discharge its responsibilities.
13. The Committee has the authority to appoint and instruct independent expert advisors who will report back directly to the Committee. The Company Secretary will assist the Committee in securing the service required.

Membership

14. The Committee will consist of at least three members of which the majority will be independent non-executive Directors.

15. Members will be proposed by the Nomination Committee to the Board for approval. The Board will appoint the Committee Chair who will be a member of the Committee.
16. The Committee is to include members that between them have sufficient innovation expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's duties effectively.
17. On the Board Chairman's approval, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

Meeting procedures

18. The Secretary of the Committee will be the Nufarm Company Secretary or delegated representative.
19. The Committee will meet as necessary but not less than three times per year. Any member can request the Secretary to call a meeting.
20. A quorum for any meeting will be two members. In the absence of the Committee Chairman, the members shall elect one of their members as Committee Chair for that meeting.
21. The Committee Chair will not have a second or casting vote.
22. The agenda for Committee meetings will be prepared by the Secretary and approved by the Committee Chair and include items required by this Charter and any other items requested by Committee members or management and approved by the Committee Chair.
23. Committee papers will be distributed to Committee members prior to each meeting in sufficient time to enable Committee members to read the papers and properly prepare for the meeting. The Secretary will endeavour to ensure, that to the extent practicable, meeting papers are distributed seven days prior to each meeting. Minutes will be kept of each meeting and will be provided to the Committee and the Board.
24. The Committee Chairman will provide a report on Committee matters at the next Board meeting.
25. The Committee may invite any person including senior management, technical experts and external advisors to attend meetings of the Committee, but not necessarily for the full duration of the meeting. The Managing Director and CEO, Company Secretary, Group Executive Portfolio Solutions and Group Executive Nuseed are expected to attend each scheduled meeting of the Committee.
26. A standing invitation will be issued to all non-executive Directors to attend with the consent of the Committee Chairman.
27. The Committee will evaluate its performance each year having regard to the requirements in the Committee Charter.
28. The Committee will regularly review the Charter to ensure that it continues to meet the needs of Nufarm.