

Anti-Bribery and Anti-Corruption Policy

Nufarm Limited (Company or Nufarm)
ACN 091 323 312

Adopted by the Board on 28 October 2020

Anti-Bribery and Anti-Corruption Policy

1. Introduction

Nufarm is committed to conducting business with high ethical standards and in full compliance with the law, including all anti-bribery, anti-corruption and other related laws in all countries which Nufarm operates. This policy describes the mandatory requirements for Nufarm group companies, employees, contractors and other relevant parties to ensure that corruption and bribery do not occur within Nufarm.

This policy is supplementary to Nufarm's Code of Conduct and Whistleblower Policy, which read together reinforce Nufarm's culture and commitment to lawful and ethical behaviour.

A breach of this policy is serious as it may:

1. have significant reputational, financial, operational and legal consequences for Nufarm;
2. result in significant civil and/or criminal consequences for Nufarm or fines or imprisonment for individuals; and/or
3. result in disciplinary consequences including termination of employment or contracts.

2. Overarching principle

Nufarm directors, employees and contractors must not offer, provide or receive, anything of value to or from a public official or someone in business, either directly or indirectly, to obtain or retain a commercial advantage or to induce or reward the recipient, or any other person, for acting improperly. While bribery may involve a monetary payment or offer, it covers anything of value such as gifts, entertainment, scholarships, donations and travel.

3. Application

This policy applies to all companies in the Nufarm group, directors, employees, contractors (**Nufarm Personnel**), suppliers engaged by Nufarm (**Suppliers**) and agents engaged to operate on Nufarm's behalf (**Agents**). All Nufarm business activities are relevant to this policy, including activities with suppliers, contractors, vendors, customers, government and shareholders in Australia and globally.

Any gifts, travel or entertainment is relevant to this policy when offered or provided by:

1. potential or actual agents, distributors, advisors, joint venture partners, consultants, contractors or sub-contractors, introducers and finders, political lobbyists and media and public relations agencies, customers or suppliers of Nufarm (each a **Business Partner**);
2. a public official; or
3. a person or entity related to a potential or actual Business Partner or a public official (for example, family members or an organisation run by a Business Partner or public official).

If Nufarm is involved in a joint venture or commercial arrangement that it does not control, Nufarm must endeavour to assist the joint venture or arrangement to act in compliance with the fundamental requirements of this policy.

4. Anti-Bribery and Anti-Corruption

Nufarm Personnel, Suppliers and Agents **must**:

1. understand and comply with this policy and complete any relevant training as required by Nufarm;
2. keep and maintain accurate and transparent books, accounting, financial and transaction records;
3. alert the relevant Nufarm Regional General Manager¹ of any concerns relating to potential or actual corruption; and
4. immediately declare any conflict of interest if the Nufarm person or Business Partner is or is expected to become a close relative of a public official, by notifying the Group General Counsel and Company Secretary in writing.

Nufarm Personnel, Suppliers and Agents **must not**:

1. offer or promise to give or accept bribes, directly or indirectly via a third party, to or from anyone, including public officials;
2. make facilitation payments, even if it appears small, is 'customary' or allowed under the laws of the country in which the facilitation payment is to be made. A facilitation payment is giving anything of value to a public official to induce them to perform or fast track a routine or non-discretionary service;
3. offer or give any improper commercial sponsorship, community or charitable contribution, or political donation on Nufarm's behalf;
4. offer, give, accept or solicit inappropriate gifts, entertainment or hospitality. Gifts, entertainment and/or hospitality (including meals) must always be of an appropriate value, nature and occasion and in any case. Nufarm Personnel must also act in accordance with section 8 of this policy; or
5. engage in any other form of corrupt conduct (such as insider trading or extortion), including involving third parties.

5. Personal safety

A very narrow exception to the items that Nufarm Personnel, Suppliers and Agents must not do, as noted above, applies to circumstances when imminent harm is threatened to an individual if a demand for payment or gift is not met by a third party.

As soon as the danger has passed, the payment and circumstances must immediately be reported to Nufarm's Group General Counsel and Company Secretary and the relevant Regional General Manager

6. Sanctions

Nufarm's activities are subject to various restrictions on trade, including sanctions. Sanctions are legal measures put in place by multiple countries, including Australia and the United Nations, to influence, penalise or limit access to resources (such as foreign currency or military goods) to certain regimes.

Sanctions laws establish serious civil and criminal penalties for contravening sanctions measures, including significant monetary fines, imprisonment and revocation of licenses.

Non-compliance also poses a substantial reputational risk for Nufarm and could jeopardise important business

¹ For Nufarm Group Personnel with no relevant Regional General Manager, any reference to the relevant Regional General Manager is to be read as the Group General Counsel and Company Secretary.

relationships with companies in other countries which have strict sanction compliance requirements.

Nufarm has a Sanctions Procedure in place that must be followed. It is accessible on the Nufarm employee website.

7. Contract governance

To ensure transparency and certainty, all Nufarm commercial arrangements must be in writing and executed in accordance with the Nufarm Delegation of Authority.

Any new contract, or on any renewal and amendment of any existing contract, must include provisions that require the third party to comply with this policy, all applicable laws and any other anti-corruption obligations. Contract assistance is available from the Nufarm legal department.

No third party is permitted to act on behalf of Nufarm without a valid written contract in place.

8. Gifts and Hospitality

Nufarm has put in place a procedure for the approval and recording of gifts and hospitality (including travel) above a specific dollar amount (Reportable Threshold). This process is detailed in the Nufarm Gifts and Hospitality Procedure, located on the Nufarm employee website.

Gifts and hospitality

Nufarm Personnel (or any member of the Nufarm Personnel's immediate family) must not seek or accept any gifts, payments, fees, services or privileges of value greater than the Reportable Threshold directly or indirectly from any other person or business organisation that does or seeks to do business with the Company or is a competitor of the Company.

Hospitality must not be accepted by Nufarm Personnel (or any member of the Nufarm Personnel's immediate family) if the scale or nature of the hospitality or courtesy could be judged to affect the impartiality of Nufarm Personnel, imply a conflict of interest between Nufarm Personnel and the Company or exceed the Reportable Threshold.

Nufarm Personnel must register gifts and hospitality items and seek approval in line with the Nufarm Gifts and Hospitality Procedure.

Travel

Nufarm Personnel must not accept offers of travel before obtaining approval from their relevant Regional General Manager, in line with the Nufarm Gifts and Hospitality Procedure.

If Nufarm Personnel are invited to attend an event or visit a Business Partner, they should request approval to travel from the relevant Regional General Manager.

If Nufarm invites a Business Partner or public official to a location that requires the Business Partner or public official to travel, that travel is to be paid for by the Business Partner or public official.

9. Charitable donations

Company donations to charity organisations must be approved by both the Chairperson of the Board and the CEO.

10. Political donations

Donations to any political party, organisation or individual engaged in politics is prohibited unless the prior written approval of the Chairman of the Board and the CEO is obtained in accordance with Nufarm's Delegation of Authority.

Each request (and subsequent approval or rejection) under this section to the CEO must be reported to the Group General Counsel and Company Secretary.

Each political donation made under this section will be reported annually in Nufarm's Corporate Governance Statement.

11. Reporting breaches of this policy

Any suspected breach of this policy must be reported immediately to Nufarm's Group General Counsel and Company Secretary or to the **Nufarm Integrity Helpline**, accessible via the Nufarm Intranet or [here](#).

The Risk and Compliance Committee will be notified of breaches of this policy at the next relevant Committee meeting.

Nufarm will treat all reports confidentially (to the full extent possible) and will take all reasonable steps to protect any person who raises legitimate concerns in good faith from any adverse consequences.

It is a breach of this policy to fail to provide full and open support in any investigation by Nufarm into suspected corruption or bribery.

12. Periodic review

The Risk and Compliance Committee will review the effectiveness of this policy annually. Independent reviews may also be undertaken from time to time by internal or external audit