

Nufarm Whistleblower Policy



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Nufarm Whistleblower Policy

1. Introduction

1.1 Overview

Nufarm Limited's Code of Conduct sets out Nufarm's policy on conducting its business in compliance with all relevant laws and regulations and meeting high standards with respect to honesty and integrity. Nufarm's Whistleblower Policy directly supports our Code of Conduct. It is a mechanism by which Whistleblowers can confidently and if they wish to anonymously, report improper misconduct, wrongdoing or improper conduct. It provides procedures for dealing with reports made by Whistleblowers and provides for the protection of employees making such reports.

1.2 Who Does the Policy Apply To

This policy applies to:

- All Nufarm Group Companies.
- All Nufarm Group officers, employees, their relatives, interns, contractors, consultants and third-party service providers.
- Former employees of Nufarm Group.
- Suppliers of Nufarm Group.

1.3 Local Conditions

The principles of this Policy must be read in conjunction with, and are subject to, the laws in each country or jurisdiction where Nufarm operates, and the responsibilities of employers and employees in the respective countries and jurisdictions where Nufarm operates.

1.4 Definitions:

For the purposes of this policy Whistleblowing may be defined as:

- The voluntary disclosure by (or for) a witness of their suspicion, on reasonable grounds, of misconduct, wrongdoing or improper conduct.

Whistleblower may be defined as:

- An officer, employee, contractor or supplier of Nufarm Group;
- An employee of a supplier of the Nufarm Group;
- A relative, dependent or spouse of any of the persons referenced in the two first bullet points

who discloses or reports misconduct, wrongdoing or improper conduct in accordance with this policy.

Misconduct, wrongdoing or improper conduct is a broad term that can include:

- An act that is corrupt, illegal, unlawful or fraudulent including bribery or any other act in breach of the Nufarm Antibribery Policy.
- Conduct that is contrary to or in breach of any Nufarm policy or our Nufarm Code of Conduct, including harassment, bullying, discrimination victimisation etc.
- Seriously harmful or potentially seriously harmful activity that pose a threat to Nufarm employees, shareholders, clients or third parties such as deliberate unsafe work practises, with wilful disregard for the safety of others.
- Activity that could cause significant financial loss to Nufarm Group or damage its reputation or be otherwise detrimental to Nufarm's interests.
- A substantial mismanagement of Company resources.
- Deliberate concealment of any of the above.
- Any act which endangers the public or the financial system

1. 5 Policy Access:

A copy of this policy is continuously accessible to all Nufarm Group Stakeholders via

- A link on our Company website :[Nufarm website](#)
- For active employees the policy will also be available on the Nufarm intranet: [Nufarm Intranet](#)

2. Responsibilities:

2.1 Employees:

If something does not seem right, does not reflect the Code of Conduct, or contradicts our policies or law, we all have the right and responsibility to speak up. We do not need to be directly impacted to raise a concern.

2.2 Whistleblowers:

Protection will generally be available to Whistleblowers who disclose misconduct, wrongdoing or improper conduct in circumstances where the Whistleblower has reasonable grounds to suspect that, misconduct, wrongdoing or improper conduct has occurred or is occurring.

To facilitate investigations, Nufarm prefers that Whistleblowers, where possible, make a report openly and disclose their identity. That said, any person who has reasonable grounds to suspect that misconduct, wrongdoing or improper conduct has occurred and is apprehensive, can make a report anonymously.

Where a Whistleblower requests anonymity, Nufarm will not disclose their identity, or information likely to lead to the identification of the Whistleblower, unless it is in the course of disclosing information to a prescribed government regulator, police or a legal practitioner in prescribed circumstances, or where the Whistleblower has provided their consent, or where Nufarm is required to do so by law.

Protection is not available where the disclosure is found to be:

- Trivial or vexatious in nature with no substance. If the disclosure is found to have been made maliciously and without a reasonable basis, this will be viewed very seriously and to the extent that the Whistleblower is an officer or employee may be subject to disciplinary action.
- “Personal work-related grievances” are not protected disclosures. They are defined as occurring where information disclosed concerns a grievance about any matter in relation to the Whistleblowers employment with a Nufarm entity, or a former employment, having (or tending to have) implications for the Whistleblower personally, where the information:
 - Does not have significant implications for Nufarm or another entity that do not relate to the Whistleblower; and
 - Do not concern conduct that constitutes an offence against prescribed legislation or represents a danger to the public or the financial system.

If a Whistleblower is implicated in a disclosure they have made, the act of disclosure will not shield them from the reasonable consequences flowing from their involvement in the misconduct.

3. Reporting Procedure:

3.1 Current employees:

If you suspect, on reasonable grounds, that a person has committed misconduct, wrongdoing or improper conduct the preferred first step is to talk to your line manager or a representative from HR or Legal.

If you do not feel comfortable doing so or are unsure what to do, you can make your disclosure to any other officer or senior manager of the Nufarm Group, through the online portal of the “Integrity Helpline” or through the telephony service provided by our partner Navex. Telephone numbers may be found here: [Ethics Helpline](#)

In some countries, employees are entitled to report misconduct, wrongdoing or improper conduct to a designated government regulator who is responsible for the regulation of corporations.

3.2 Other Whistleblowers

Other Whistleblowers (as listed in section 1.2) may report misconduct, wrongdoing or improper conduct:

- To any officer or senior manager of Nufarm;
- through the online portal the “Integrity Helpline” which is an intake site managed by our partner Navex; or
- using the telephony services provided by our partner Navex who will take the disclosure over the phone; or
- where local law allows, to a designated government regulator who is responsible for the regulation of corporations, or
- an auditor, or a member of an audit team conducting an audit of any entity in the Nufarm Group; or
- an actuary of any entity of the Nufarm Group

3.3 Responding to misconduct disclosures:

Nufarm takes every report very seriously. All disclosures of misconduct wrongdoing or improper conduct will be registered and assessed diligently by Nufarm upon receipt.

Generally:

- A staff member about whom a report has been made will be informed as soon as appropriate and given the opportunity to respond to the allegation(s);
- natural justice will be observed so that the investigation is conducted with procedural fairness;
- Nufarm will consider what action, including appropriate sanctions, should be taken against any person involved in misconduct.

Nufarm reserves the right to refer cases to trained investigation staff (from inside the company or referring the matter confidentially to an external investigator) if required.

Where claims cannot be substantiated, and the Whistleblowers identity is known – the company will deem a disclosure closed and notify the Whistleblower.

4. Commitment to Protecting Whistleblowers

4.1 General Protection

Nufarm is committed to the protection of Whistleblowers against action taken in reprisal for making reports. Protection under this Policy is in addition to any protections that may arise under any laws in the countries or jurisdictions where Nufarm operates.

Some actions to protect the Whistle blower may include:

- Making every reasonable effort to ensure confidentiality in the investigation and protecting the Whistleblowers identity by not disclosing any information that would suggest or reveal the identity, or likely to lead to the identification, of the Whistleblower without first obtaining their consent. Where appropriate action cannot be taken without revealing the identity of the whistleblower (e.g. if evidence is required in court), Nufarm will discuss with the whistleblower as to how best to proceed.
- Further legal protection may apply when also disclosing to a designated government regulator who is responsible for the regulation of corporations or other government authorities.
- Make every reasonable effort to ensure files and records are stored under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or investigators who need to know to take appropriate

action) without the consent of the Whistleblower will be in breach of this policy. Such an act could be subject to disciplinary procedures.

- A Whistleblower, acting in good faith and who has not been engaged in any serious misconduct, shall not be subject to any detriment because of Whistleblowing, such as:
 - Demotion
 - Termination of employment/employment contract
 - Any form of harassment or intimidation
 - Changing of an employee's job to their disadvantage
 - Discrimination;
 - Current or future bias;
 - Harm or injury to a person, including psychological harm;
 - Damage to persons property, reputation, business or financial position;
 - The enforcement of any other contractual remedy, or the exercise of any other contractual or other right; or
 - Any other civil, criminal or administrative liability.
- Nufarm will take all reasonable steps to rectify any detriment a Whistleblower may have suffered because of the disclosure.

If a Whistleblower believes that they have suffered a detriment because of making a disclosure in accordance with this Policy, they shall report the matter in accordance with Nufarm's HR grievance handling procedure. Nufarm will promptly investigate the Whistleblowers complaint in accordance with this procedure.

4.2 No time limit on disclosures

There is no time limited with making whistleblower disclosures. For the purposes of investigating and gathering evidence, the sooner a misconduct is reported the more likely it is that reliable evidence can be gathered. Some limitations may exist regarding legal action that can be taken in response to prove allegations, but this should not deter Whistleblowers from reporting.

4.3 Requesting complete anonymity

The Whistleblower has the right to remain completely anonymous when submitting a disclosure.

Nufarm can provide this anonymity through two channels:

- The whistleblower may report misconduct through the online “Integrity Helpline” which is an intake site managed by our partner Navex.
- Report misconduct using the telephony services provided by our partner Navex who will take the disclosure over the phone.

It should be noted however that complete anonymity will:

- Potentially compromise Nufarm’s ability to complete the investigation if there are gaps or should we require further information for the investigation.
- Impede our ability to update the whistleblower on the company’s findings to their disclosure
- Impede our ability to actively monitor the wellbeing of the whistleblower.