

Nomination and Governance Committee Charter

Approved by the Board on 24 March 2020



Nomination and Governance Committee Charter

Role

1. The role of the Nomination and Governance 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 are set out in this Committee Charter and include:
 - overseeing the succession planning process for the Board which includes Chairman, Committee Chairman and Directors;
 - the composition of the Board and the Board Committee's
 - developing and overseeing Board and individual Director performance;
 - developing and overseeing the induction and continuing professional development programs for Directors; and
 - advising and making recommendations to the Board in relation to Nufarm's corporate governance practices, and various related governance responsibilities.
3. The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not have the power or authority of the Board unless specifically set out in this Committee Charter or if the Board otherwise delegates the power to the Committee.

Responsibilities and duties

Without limiting its overall role, the Committee will:

Board succession planning

4. The Committee will regularly assess the overall skills, knowledge, experience, independence and diversity required to discharge the Board's duties while having regard to the strategic direction of Nufarm and provide a report to the Board on the outcome of that assessment.
5. Considering the identified skills, knowledge, experience, independence and diversity identified and comparing to the current set of skills, knowledge, experience, independence and diversity of the Board, identify the gaps and implement a succession planning process for the identification of suitable candidates for appointment to the Board. This process will focus on short, medium and long term requirements.
6. In identifying suitable candidates for appointment, the Committee will oversee the preparation of a brief to an independent search firm that includes the identification of the skills, experience and knowledge sought.
7. Prior to recommending any candidates for appointment to the Board, the Committee will ensure that appropriate background checks are undertaken.
8. Ensuring that, on appointment, all non-executive Directors receive a formal letter of appointment.
9. The Committee will also make recommendations to the Board on the membership of the Board Committee's and consider succession planning for Committee Chairman when considering the overall requirements for Board membership.

Chairman succession planning

10. The Committee will oversee, evaluate and make recommendations to the Board regarding the succession planning process for the role of Chairman.

Board and Director performance evaluation

11. The Committee will develop and oversee the performance evaluation process for the Board, the Board Committees and individual Directors.
12. The Committee will review and recommend to the Board the re-election by shareholders of any Director under retirement by rotation. In undertaking this review, the Committee will conduct the review as they consider appropriate including using self and peer assessments.

Director time commitment

13. The Committee will regularly review the time required for non-executive Directors to discharge their duties and obligations to the Board and whether they are meeting those requirements taking into consideration other commitments the non-executive Director may have.

Director induction and ongoing professional development

14. The Committee will oversee, review and make recommendations to the Board regarding the ongoing professional development for Directors (including an induction process) to ensure that Directors have access to the appropriate information and training to support them in discharging their obligations and duties.

Corporate Governance practices

15. The Committee will oversee the development, review and recommendation to the Board of Nufarm's corporate governance policies and procedures.
16. The Committee will review and recommend to the Board for approval the annual Corporate Governance Statement contained in the Annual Report or in any other statutory report.

Advice

17. The Committee has the authority to appoint and instruct independent expert advisors who will report back directly to the Committee.
18. The Committee will have available sufficient resources to run effectively including funds to engage and compensate independent advisors. The Company Secretary will assist the Committee in securing the services required.

Membership

19. The Committee will consist of at least three independent non-executive Directors.
20. In recommending members for appointment by the Board to the Committee, the Committee will consider the skills, experience and diversity required.
21. Where the Board Chairman is the Committee Chairman, he or she will not chair the Committee when it is dealing with the appointment of a successor to the Chair.

Meeting procedures

22. The Secretary of the Committee will be the Nufarm Company Secretary or delegated representative.

23. The Committee will meet as necessary but not less than three times per year. Any member can request the Secretary to call a meeting.
24. 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.
25. The Committee Chair will not have a second or casting vote.
26. 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.
27. 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.
28. The Committee Chairman will provide a report on Committee matters at the next Board meeting.
29. The Committee may invite the Managing Director and other members of management or external advisors to attend meetings.
30. The Committee will evaluate its performance each year having regard to the requirements in the Committee Charter.
31. The Committee will regularly review the Charter to ensure that it complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Nufarm.