

Human Resources Committee Charter

Approved by the Board on 23 July 2020

Human Resources Committee Charter

Role and Purpose

1. The role of the Human Resources Committee (Committee) is to assist the Board of Nufarm Limited (Board) in relation to the matters set out in this Committee Charter which includes:
 - reviewing and recommending the remuneration policies and practices of the Board, the Managing Director and Chief Executive Officer (CEO) and Key Management Personnel (KMP);
 - assisting the Board in the annual performance review of the CEO and oversee the annual performance review of KMP;
 - approving the appointment of KMP and the general terms of their employment contracts including termination payments;
 - overseeing the succession plans and process for the CEO and direct reports to the CEO;
 - overseeing the implementation of the Inclusion and Diversity Policy and assessing progress in achieving the measurable objectives;
 - review and oversee the Group's key people and performance strategies (including organisational structure), policy and programs including but not limited to talent management, and their alignment with the Group's overall strategy and values;
2. The Committee is accountable to the Board for its performance and 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 undertake the following:

Remuneration policy

3. Develop, review and make recommendations to the Board on the overall remuneration framework, strategies, policies and practices including the remuneration framework for non-executive directors, the CEO and KMP.
4. In determining the remuneration policies and practices, the Committee will take into account the following objectives:
 - a. ensuring that executive remuneration is aligned to the overall strategy, values and risk appetite of Nufarm, including non-financial risk;
 - b. provides competitive rewards to attract, retain and motivate highly skilled executives;
 - c. applies appropriately demanding performance measures (including key financial and non-financial performance measures);
 - d. ensure remuneration arrangements are fair and equitable; and
 - e. aligns incentive pay to the creation of value for shareholders.
5. Regularly review the ongoing appropriateness and relevance of the remuneration policy, taking into account shareholder and other stakeholder engagement.

Incentive Plans

6. Review and recommend to the Board any executive incentive plans or awards that require shareholder approval.
7. Review and approve the rules of all incentive plans, including the delegation to management, as appropriate, to administer those plans (including compliance with applicable laws that restrict participants from hedging the economic risk of their security holdings).
8. Review the methodology for determining, assessing and adjusting incentive awards to ensure performance is aligned with the creation of long term shareholder value.

Non-executive director remuneration

9. Review and make recommendations to the Board regarding the remuneration of non-executive Directors including superannuation arrangements.

Managing Director and Chief Executive remuneration

10. Review and make recommendations to the Board on the terms and conditions of the CEO's employment contract including any leaving entitlements of the CEO to ensure that they are consistent with the rules of the remuneration policy, any incentive scheme and in accordance with governance, legal and accounting requirements.
11. Annually review and make recommendations to the Board on the individual remuneration arrangements (including performance measures and outcomes) of the CEO, having regard to the fixed pay, short and long term remuneration targets and outcomes, superannuation arrangements and any other remuneration arrangements.

Key Management Personnel remuneration

12. In consultation with the CEO, annually review and make recommendations to the Board on the individual remuneration arrangements (including performance measures and outcomes) of the KMP, having regard to the fixed pay, short and long term remuneration targets and outcomes, superannuation arrangements and any other remuneration arrangements.
13. Review any leaving entitlements of KMP's and the Company Secretary to ensure that they are consistent with the rules of the remuneration policy, any incentive scheme and in accordance with governance, legal and accounting requirements.

Performance

14. Assist the Chair of the Board in reviewing the annual performance review of the CEO and review and make recommendations to the Board on the annual performance review outcomes for KMPs.

Talent and Succession

15. Review and make recommendations on the terms and conditions of the employment of KMPs including termination arrangements. Prior to reviewing and making recommendations on any KMP appointments the Committee will ensure that appropriate background checks have been undertaken.
16. Oversee the succession plans and processes for the CEO, the direct reports to the CEO and any other key leadership roles identified by the Committee.
17. Review Nufarm's overall approach to talent management.

Inclusion & Diversity

18. Review and make recommendations to the Board on Nufarm's Inclusion & Diversity Policy.
19. Make recommendations to the Board regarding measurable objectives for achieving inclusion and diversity outcomes and review Nufarm's progress in achieving the measurable objectives and whether there is any gender or other inappropriate bias in employee remuneration.

20. Review Nufarm's disclosures regarding inclusion and diversity to meet the disclosures requirements under the ASX Corporate Governance Principles and Recommendations and overseeing the reporting requirements under the Workplace Gender Equality Act 2012.

People Strategy

21. Review and oversee Nufarm's key people and performance strategies (including organisational structure), policies and programs and alignment with the Group's overall strategy and values.
22. Review people related risks, the management plans to mitigate those risks and monitor whether management is operating within the approved risk appetite statement for those risks.
23. Oversee the preparation and review of the Nufarm Code of Conduct and receive reports on any material breaches of that Code including remedial action taken.

Remuneration Disclosures

24. Oversee the preparation and content of the annual remuneration report to ensure that it meets all legal and regulatory disclosure requirements and recommending the report to the Board.

Access to information and advice

25. The Committee has free and unfettered access to senior management, employees and any other internal and external parties, and can make any enquiries required to fulfil its responsibilities.
26. The Committee has the authority to appoint and instruct independent expert advisors, including legal and financial, who will report back directly to the Committee. The Secretary will assist the Committee in securing the service required.
27. The Committee Chair is required to approve and undertake the engagement of independent remuneration consultants when obtaining advice on the remuneration packages and employment conditions as required for KMPs.

Membership

28. The Committee will be comprised of at least three Board members, all of whom will be independent non-executive Directors as determined by the Board.
29. Members will be proposed by the Nomination and Governance Committee to the Board for approval. The Board will appoint the Committee Chair who will be a member of the Committee.

Meeting procedures

30. The Secretary of the Committee will be the Nufarm Company Secretary or delegated representative.
31. The Committee will meet as necessary but not less than three times per year. Any member can request the Secretary to call a meeting.
32. A quorum for any meeting will be two members. In the absence of the Committee Chair, the members shall elect one of their members as Committee Chair for that meeting.
33. The Committee Chair will not have a second or casting vote.

34. 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.
35. 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.
36. The Committee Chair will provide a report on Committee matters at the next Board meeting.
37. The Committee may invite any person, including external advisors, to attend meetings of the Committee, but not necessarily for the full duration of the meeting. The Committee can meet any person with or without management present.
38. A standing invitation will be issued to the Managing Director and CEO, the Chief Financial Officer and the Group Executive, People and Performance however they cannot be present during a meeting or participate in any decisions in relation to their own remuneration or performance review.
39. A standing invitation will be issued to all independent non-executive Directors to attend with the consent of the Committee Chairman.
40. The Committee will evaluate its performance each year having regard to the requirements in the Committee Charter.
41. 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.