

Nufarm Limited Notice of Annual General Meeting 2020





Dear Shareholder

I am pleased to invite you to the 2020 Annual General Meeting (**Meeting**) of Nufarm Limited (**Nufarm**), which will be held as a virtual meeting at 10.00am (AEDT) on Friday 18 December 2020.

At Nufarm, the health and safety of our employees and shareholders is of paramount importance. With the continuing restrictions regarding holding public gatherings and the ongoing health concerns relating to the COVID-19 pandemic Nufarm will hold the Meeting as a virtual meeting. This means that you will not be able to physically attend the Meeting but will still be able to participate in the Meeting online. The online facility will allow shareholders to submit questions in relation to the business of the Meeting. Information on how to participate virtually is set out in the accompanying Notice of Meeting and in the Lumi Online Meeting Guide which is available at www.nufarm.com/investor-centre/annual-general-meeting.

I encourage you to join the virtual meeting online via the Lumi AGM platform and hope that this approach allows more shareholders to attend. While you are able to vote and ask questions on the item of business during the Meeting, I strongly encourage you to vote (by lodging a proxy) and submit your questions ahead of the Meeting.

Change in financial year

In financial year 2021, Nufarm will change its financial year end from 31 July to 30 September. A significant portion of Nufarm's earnings are weighted toward the second half of the financial year, due to the seasonality in agriculture. With the sale of the South American business, this weighting would become more pronounced. The Board therefore made the decision to change the financial year to provide a better balance between half and full year earnings and to align Nufarm's key sales periods with those of its industry peers to allow for an improved comparison to be made.

As a consequence of this change, Nufarm has two reporting periods during this calendar year. The first being for the financial year ended 31 July 2020 and the second, for the two month period ended 30 September 2020. Having two reporting periods also requires Nufarm to hold an annual general meeting for both reporting periods. The Board has decided to hold both these meetings on Friday 18 December. This Notice of Meeting relates to the first reporting period and you will separately receive a second Notice of Meeting for the two month reporting. You will only need to connect once as set out in the Lumi Online Meeting Guide to participate in both meetings.

Board renewal

This year has seen renewal on the Nufarm Board with the retirement on 24 September 2020 of Donald McGauchie following 17 years as a non-executive director and 10 years as Chairman and my appointment as a non-executive director from 31 July 2020 and as Chairman following Donald's retirement.

On behalf of the Board I want to thank Donald for his leadership of the Board and exceptional contribution to Nufarm.

Anne Brennan, a non-executive director for the past nine years, will retire from the Board at the conclusion of this Meeting. On behalf of the Board I want to thank Anne for her outstanding contribution to Nufarm.

Details of each resolution to be proposed at this Meeting, are set out in the accompanying Notice of Meeting and the Explanatory Notes.

Directors recommend that Shareholders vote in favour of all resolutions and information on voting, including how to vote directly and appoint a proxy, are available in the Notes relating to Voting section on page 3 of the Notice of Meeting. If you cannot join the Meeting online, you may appoint a proxy to attend and vote on your behalf. To do this you must appoint a proxy and lodge a proxy vote so that it is received no later than 12.00pm (AEDT) on Wednesday 16 December 2020.

Questions from shareholders are important to us and we encourage you to provide them to us in advance of the meeting. This will allow us to address any key themes that have been raised during the Meeting. Questions can be submitted by shareholders including those to Nufarm's auditor, KPMG Audit

- At any time prior to the Meeting by using an online shareholder question form accessible at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting;
- Online at www.investorvote.com.au when voting online (questions close 5 days prior to the Meeting); or
- online during the Meeting via the Lumi AGM platform at <https://web.lumiagm.com/311533120>.

Please note, any written questions to the Auditor must be received by 10.00am (AEDT) on Friday 11 December 2020. Further information on how to ask a question is available in the Notes relating to Voting in the Notice of Meeting.

For those that are not able to join the Meeting, an archive of the Meeting will be available at www.nufarm.com/investor-centre/annual-general-meeting.

On behalf of the Board and the management team of Nufarm I want to thank you for your continued support of Nufarm and look forward to your virtual attendance and the opportunity to engage with you at the Meeting.

Yours sincerely

John Gillam
Chairman

19 November 2020

NOTICE IS GIVEN that the 104th Annual General Meeting (Meeting) of Shareholders of Nufarm Limited (Nufarm or the Company) will be held virtually on Friday, 18 December 2020 at 10.00 am AEDT.

Ordinary Business

1 Financial Reports and Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 July 2020.

2 Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 31 July 2020 be adopted.

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement for Item 2

The Company will disregard any votes cast on Item 2:

- by or on behalf of a person who is a member of the Company's Key Management Personnel (KMP) named in the Remuneration Report for the year ended 31 July 2020 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Item 2 is connected with the remuneration of the KMP.

3 Election and re-election of Directors

To consider and, if thought fit, pass the following resolutions, each as separate ordinary resolutions:

- that Gordon Davis, being eligible, be re-elected as a Director of the Company;*
- that John Gillam, being eligible, be elected as a Director of the Company;*
- that Peter Margin, being eligible, be re-elected as a Director of the Company; and*
- that Marie McDonald, being eligible, be re-elected as a Director of the Company.*

Special Business

4 New Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

That approval be given to repeal the Company's existing constitution and adopt a new constitution in the form tabled at the Meeting and signed by the Chairman for identification, with effect from the close of the Meeting.

5 Constitution – Insertion of Proportional Takeover Approval Provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

That the proportional takeover provisions in the form of clause 6 of the Constitution of the Company be inserted for a period of three years with effect from the date of the Meeting.

By Order of the Board



Fiona Smith
Company Secretary

19 November 2020

Notes Relating to Voting

Entitlement to Vote

1. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares in the Company as at **7.00 pm AEDT on Wednesday, 16 December 2020** will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
2. If more than one joint holder of shares attends the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose first name appears first on the register will be counted.

Exercising your right to vote

3. Voting on all resolutions will be conducted by a poll.

The poll will be conducted live and online during the Meeting using the Lumi platform (if you are participating on your computers), or the Lumi AGM app (if you are participating on your mobile phone or device).

The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to restrictions on voting referred to above).

On a poll, if:

- a shareholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,

the Chairman of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Shareholders are encouraged to submit their vote in advance of the Meeting by appointing a proxy at www.investorvote.com.au by 12.00pm (AEDT) on Wednesday 16 December 2020.

Proxies

4. The Meeting will be held entirely virtually and there will be no physical venue for shareholders to attend. Shareholders may participate in the Meeting online via the Lumi platform (if using a computer to participate), or via the Lumi AGM app (if using a mobile phone or device to participate). Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting.
5. You can appoint a proxy to attend and vote on your behalf. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au.
6. A proxy need not be a Shareholder of Nufarm and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes.

7. If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the 'for', 'against' or 'abstain' box on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed. If no direction is given, the proxy may vote as it sees fit, subject to any voting restrictions applicable to the proxy. Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on Item 2 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on Item 2.
8. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the online meeting guide available at www.nufarm.com/investor-centre/annual-general-meeting.
9. Either the original, facsimile or electronic transmission of the proxy form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the Meeting (i.e. by no later than 12.00pm (AEDT) on Wednesday 16 December 2020) or, in the case of an adjournment, prior to the time scheduled for resumption of the Meeting. Any proxy form received after this deadline, including at the Meeting, will be invalid.

Post Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001

Fax 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

Online by visiting www.investorvote.com.au and quoting the 6 digit control number found on the front of your Proxy Form.

Intermediary Online subscribers (custodians) can lodge a proxy online by visiting www.intermediaryonline.com

10. Additional Proxy Forms can be obtained from Nufarm Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Proxy voting by the Chairman

11. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not direct the Chairman of the Meeting how to vote on Item 2, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy on the resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP. If you do not direct the Chairman of the Meeting how to vote on an item of business, the Chairman as your proxy intends to vote IN FAVOUR of all Resolutions.

Corporate shareholders

12. A body corporate that is a shareholder may appoint an individual as its representative to exercise any of the powers the body may exercise as a shareholder at general meetings of Nufarm or in the capacity of a shareholder's proxy at general meetings of Nufarm. The appointment must comply with the requirements of section 250D of the Corporations Act. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
13. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Meeting, unless it has previously been given to the Company.

Voting by attorney

14. A shareholder entitled to attend, and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company.
15. If you wish to appoint an attorney to act on your behalf at the Meeting, your appointment must be made by a duly executed Power of Attorney. The Power of Attorney must be received by no later than 12.00pm (AEDT) on Wednesday 16 December 2020 or, in the case of an adjournment, prior to the time scheduled for resumption of the Meeting, unless it has been previously provided to Nufarm.

Participating at the meeting

16. You will be able to participate in the Meeting online using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser:

web.lumiagm.com/311533120

You can also participate in the Meeting using your mobile phone or device by downloading the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

To participate in the Meeting, you will be required to enter the unique 9 digit Meeting ID provided below.

Meeting ID: 311-533-120

Further information about how to log in to the Lumi platform or the Lumi AGM app, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the online meeting guide, which you can access online at <https://www.nufarm.com/investor-centre/annual-general-meeting>.

Questions for the Company

17. Shareholders may submit written questions to the Company before the Meeting. Any questions must be received by no later than 10:00am (AEDT) on Friday 11 December 2020. Please submit your written questions online by:
 - using the online shareholder question form at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting; or
 - Online at www.investorvote.com.au (by logging on and selecting 'Voting').

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

Shareholders may also submit questions and comments online during the Meeting via the Lumi platform (if you are participating on your computer), or the Lumi AGM app (if you are participating on your mobile phone or device).

Please note, only shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting.

Questions for the auditor

18. Shareholders may submit written questions to the Company's auditor, KPMG, regarding the content of the auditor's report for the year ended 31 July 2020 or the conduct of its audit of the annual financial report for the year ended 31 July 2020.

Any written questions must be received by no later than 10:00am (AEDT) on Friday 11 December 2020. Please submit your written questions online by:

- using the online shareholder question form at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting; or
- Online at www.investorvote.com.au (by logging on and selecting 'Voting').

KPMG will be in attendance at the Meeting to answer any shareholder questions.

Technical difficulties

19. Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 12.00pm (AEDT) on Wednesday 16 December 2020, even if they plan to attend online.

Explanatory Notes of Meeting

These explanatory notes form part of the Notice of Meeting and should be read in conjunction with it. These explanatory notes have been prepared to provide shareholders with important information regarding the items of business referred to in the Notice of Meeting of Nufarm. **These Explanatory Notes should be read carefully by Shareholders prior to the Meeting.**

a. Item 1: Financial Reports and Statements

The Financial Report, Directors' Report and Auditor's Report of the Nufarm Group, prepared on a consolidated single entity basis for the year ended 31 July 2020, will be laid before the Meeting as required by the Corporations Act. This item does not require a Shareholder vote.

The Chairman will give shareholders the opportunity to ask questions and make comments on the financial statements and reports and to ask the Auditor questions relevant to the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company, and the independence of the Auditor. Shareholders are entitled to submit questions relevant to the content of the Auditor's Report or the conduct of the audit, in writing, to the Company up to five business days prior to the Meeting, being Friday 11 December 2020. The Company will pass on any questions received to the Auditor prior to the Meeting. The Auditor is not obliged to provide written responses to questions that are put to it by shareholders.

The Financial Report, Directors' Report and Auditor's Report are available from the Company's website at www.nufarm.com/financial-reports.

b. Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 39 to 53 of the Company's 2020 Annual Report and details the Company's remuneration policy and its relationship to the Nufarm Group's performance.

In accordance with section 250R of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

c. Item 3: Election and re-election of Directors

The process of selecting, nominating and appointing Directors involves a formal selection process that is overseen by the Nomination and Governance Committee that includes the preparation of a role description containing the required skills, experience and attributes and an executive search firm is often engaged to assist with the process. Prior to appointment, all Directors are subject to extensive background and screening checks.

Further information on the Board's approach to Director appointment, election and re-election process can be found in our Corporate Governance Statement at nufarm.com/investor-centre/corporate-governance/.

During the year, the Board introduced a tenure policy that provides for non-executive directors to retire after nine years (or twelve years in the case of a Chairman who has served in the role of Chairman for less than six years) from the first date of election by shareholders. The Board, on an exceptional basis, may exercise discretion to extend the maximum term where it considers this is in the best interests of Nufarm. In introducing the tenure policy, the Board determined that this should not apply to restrict a Director who had served nine years as at the date that the tenure policy was adopted from seeking election for one additional term. Gordon Davis and Peter Margin have both served on the Board for nine years.



Item 3(a): the re-election of Gordon Davis

Gordon Davis retires by rotation in accordance with rule 24 of the Company's Constitution and being eligible is standing for re-election.

Information about Gordon Davis is set out below:

Gordon Davis BForSc, MAgSc, MBA

Gordon Davis joined the Board in May 2011 and was last re-elected by shareholders at the 2017 annual general meeting. Gordon is Chairman of the Risk and Compliance Committee and member of the Audit Committee and Human Resources Committee.

Gordon is a director of Midway Limited and Healius Limited. Gordon was managing director of AWB Limited between 2006 and 2010 and held various senior executive positions with Orica Limited, including general manager of Orica Mining Services (Australia, Asia) and general manager of Incitec Fertilizers. He has also served in a senior capacity on various industry associations.

Gordon has indicated that, if re-elected, he does not intend to serve the full three year term and will retire during this period in line with the overall succession planning for the Board.

As noted above, Gordon has been a non-executive Director since 2011. In introducing the tenure policy the Board has recognised that length of tenure is an important factor in assessing a non-executive Director's independence. After reflecting on Gordon's tenure, the Board assessed Gordon as independent on the basis that he continues to test and challenge senior management constructively and always provides independent judgement on matters presented for Board decisions. The Board considers that Gordon continues to make a valuable contribution to the Board, noting his extensive business experience in a wide range of industries.

The Board considers Gordon's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to risk management including health, safety and environmental management as Chairman of the Risk and Compliance Committee.

The Board considers Gordon an independent Director.



Item 3(b): the election of John Gillam

John Gillam having been appointed in accordance with rule 25.3 of the Company's Constitution is standing for election.

Information about John Gillam is set out below:

John Gillam BCom, MAICD, FAIM

John Gillam joined the Board on 31 July 2020 and was appointed Chairman from 24 September 2020.

John has extensive commercial and leadership experience from a 20-year career with Wesfarmers where he held various senior leadership roles including CEO of the Bunnings Group, Managing Director of CSBP and Chairman of Officeworks. His experience as a Non-executive Director includes his role as Chairman of CSR Limited.

John is also Chairman of BlueFit Pty Limited, and a Director of Trinity Grammar School, the Heartwell Foundation and the Clontarf Foundation.

In respect of John Gillam's appointment, he was identified as a suitably qualified candidate to be appointed as a Director but also identified as having the requisite skills and experience to be appointed as Chairman, following the retirement of Donald McGauchie. An external search firm was engaged to assist in this process. Extensive background and screening checks were undertaken prior to his appointment by the Board. These checks did not reveal any information of concern. John does not have any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Nufarm.

The Board considers John an independent Director.



Item 3(c): the re-election of Peter Margin

Peter Margin retires by rotation in accordance with rule 24 of the Company's Constitution and being eligible is standing for re-election.

Information about Peter Margin is set out below:

Peter Margin BSc(Hons), MBA

Peter Margin joined the Board in October 2011 and was last re-elected by shareholders at the 2017 annual general meeting. Peter is Chairman of the Human Resources Committee and a member of the Nomination and Governance Committee and Risk and Compliance Committee.

Peter has many years of leadership experience in major Australian and International food companies, including Executive Chairman of Asahi Holdings (Australia) Pty Ltd, Chief Executive of Goodman Fielder Ltd and before that Chief Executive and Chief Operating Officer of National Foods Ltd.

Peter currently serves as a non-executive director of Costa Group Holdings and Deputy Chairman of Bega Cheese Limited. He is also the non-executive Chairman of Asahi Holdings (Australia) Pty Ltd.

Peter has indicated that, if re-elected, he does not intend to serve the full three year term and will retire during this period in line with the overall succession planning for the Board.

As noted above, Peter has been a non-executive Director since 2011. In introducing the tenure policy the Board has recognised that length of tenure is an important factor in assessing a non-executive Director's independence. After reflecting on Peter's tenure, the Board assessed Peter as independent on the basis that he continues to test and challenge senior management constructively and always provides independent judgement on matters presented for Board decisions. The Board considers that Peter continues to make a valuable contribution to the Board noting his extensive experience in a wide range of industries.

The Board considers Peter's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to remuneration and human resource matters as Chairman of Human Resources Committee.

The Board considers Peter an independent Director.



Item 3(d): the re-election of Marie McDonald

Marie McDonald retires by rotation in accordance with rule 24 of the Company's Constitution and being eligible is standing for re-election.

Information about Marie McDonald is set out below:

Marie McDonald LLB (Hons), BSc(Hons)

Marie McDonald joined the Board in 2017 and was last elected by shareholders at the 2017 annual general meeting. Marie is Chairman of the Nomination and Governance Committee and member of the Audit Committee and Risk and Compliance Committee.

Marie is widely recognised as one of Australia's leading corporate and commercial lawyers having been a Senior Partner at Ashurst until 2014 where she specialised in mergers and acquisitions, corporate governance and commercial law. Marie was Chair of the Corporations Committee of the Business Law Section of the Law Council of Australia from 2012 to 2013, having previously been the Deputy Chair, and was a member of the Australian Takeovers Panel from 2001 to 2010.

Marie is a Director of CSL Limited, Nanosonics Limited and the Walter and Eliza Hall Institute of Medical Research, and a senior adviser at Flagstaff Partners Pty Ltd.

The Board considers that Marie continues to make a valuable contribution to the Board noting her extensive experience advising a wide range of industries. The Board considers Marie's experience with Nufarm and other listed companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to legal and governance matters as Chairman of the Nominations and Governance Committee.

The Board considers Marie an independent Director.

Directors' Recommendation

The Board, with Gordon Davis, John Gillam, Peter Margin and Marie McDonald abstaining in relation to their own election or re-election, unanimously supports and recommends the election of John Gillam and the re-election of Gordon Davis, Peter Margin and Marie McDonald.

The Chairman intends to vote all available proxies in favour of these Resolutions.

d. Item 4 – New Constitution

The Company's current Constitution was adopted in 2000 and was last amended in 2019 (following approval to re-insert the proportional takeover provisions).

It is proposed that the Company adopt a new Constitution as there have been a number of developments in law and ASX Listing Rule requirements, corporate governance principles and general corporate and commercial practice for listed companies since the Constitution was first adopted.

The Board recommends the adoption of a new Constitution that reflects current market practice and terminology. Many of the proposed changes are administrative or relatively minor in nature. The material differences between the current Constitution and the proposed new Constitution are outlined below. Shareholders should also review the new Constitution in full.

Copies of the existing Constitution and proposed new Constitution are available from the Company's website at www.nufarm.com/investor-centre/corporate-governance/. You can also request a copy of the Company's existing Constitution and proposed Constitution by emailing corporate.information@nufarm.com.

Share capital and class meetings

The preference share provisions in rule 2.2 of the proposed Constitution have, as compared to the existing Constitution, been simplified in relation to any preference shares that may be issued in the future.

The quorum requirement for class meetings has also been updated and reduced in rule 2.4(b) of the proposed Constitution. Nufarm's current Constitution provides that two members holding between them a majority of the issued shares may constitute a quorum. This is proposed to be reduced to two members holding between them 25% of the issued shares of the class to be more facilitative of any such meetings in the future.

The restricted securities provisions of the proposed Constitution in rule 2.8 have been updated to reflect changes to Listing Rule 15.12 in December 2019.

The proposed Constitution also contains rule 5.4 to permit the selling of non-marketable parcels, which reflects what is permitted by the ASX Listing Rules.

Dividends

The Company currently has the ability to invest or make use for the benefit of the Company any dividends that after one year are unclaimed, until they are claimed or become payable under the unpaid moneys laws. Rule 4.1 (o) and (p) removes the one year requirement so that these can be invested sooner and further provides that after 11 months have elapsed unclaimed dividends can be re-invested into Nufarm shares for the benefit of the shareholder.

General meetings

The proposed Constitution incorporates a number of changes to assist with the orderly conduct of general meetings of the Company.

For example, rule 7.3 expressly provides the Chair of the meeting with clear powers at general meetings to take any action he or she considers appropriate for the safety of persons attending the meeting and for the orderly conduct of the meeting, and may refuse admission, or require certain persons to leave, including any person using a recording device, refusing to comply with a request to turn off a mobile phone or behaving in a dangerous, offensive or disruptive way.

Amendments are also proposed to allow the Chair of the meeting to:

- make necessary arrangements where there is not enough room for members who wish to attend the meeting;
- adjourn or continue the meeting as appropriate where a technical difficulty occurs; and
- impose a limit on the time that a person may speak on each item of business or decide not to put to the meeting any resolution proposed in the notice of meeting (except for a resolution proposed by members under section 249N of the Corporations Act or required by the Act to be put to a meeting).

These provisions bring the Constitution into line with modern practice and technology.

The proposed Constitution contains direct voting provisions in rule 7.8 which would allow Nufarm to make direct voting available for shareholders. Direct voting is another way for shareholders to exercise their voting rights at a general meeting without needing to physically attend the meeting or appoint a proxy.

The proposed Constitution also clarifies that Nufarm may hold a general meeting using or with the assistance of any technology that gives the members as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities or linking separate meeting places together by technology. This would provide the Company with greater flexibility to provide 'hybrid' meetings (where the meeting is held both at a physical location and via an online facility to enable participation online) and 'virtual' meetings using online technology. These provisions, together with the new direct voting provisions, will enable online shareholders to participate and be counted as attending for the quorum. The Company does not presently intend to permanently move to virtual meetings but the proposed amendments will provide the Company with future flexibility if the Board considered that it would be beneficial for shareholders to hold a virtual meeting.

The proposed Constitution provides the Chair of the meeting with a casting vote if the votes are equal on a proposed meeting resolution. The current Constitution includes a deadlock provision in rule 33 (for resolutions with an equality of votes at directors meetings to be put to a general meeting and for resolutions with an equality of votes at a general meeting to be put to arbitration) and this will be removed.

Proxy voting

The proposed Constitution provides flexibility in respect of incomplete or incorrectly executed proxy appointments, allowing Nufarm to clarify instructions with the shareholder and to amend the proxy form to reflect those instructions even after that 48 hour deadline. This means proxies that would otherwise be invalid can be counted for the relevant meeting if the shareholder's instructions are clarified.

Proportional takeover provisions

Proportional takeover provisions are contained in the existing Constitution and were renewed by shareholders at the last annual general meeting. As a new constitution is being proposed to replace the current Constitution, the new proportional takeover provisions in rule 6 must be approved.

Information about the proportional takeover provisions is in the explanatory notes to item 5 of the Notice of Meeting. This includes the benefits and detriments of adopting the provisions.

Explanatory Notes of Meeting continued

Directors

The proposed Constitution amends and clearly steps out the director nomination provisions. Rule 8.1(k) reduces the director nomination deadline for nomination for a general meeting requested by members to 30 business days prior to the meeting but for other meetings (such as an annual general meeting) increases the director nomination deadline to 45 business days prior to the meeting. This is in comparison to 35 business days under the current Constitution. This will provide Nufarm adequate time to take the steps required if a nomination is received for the Meeting (for example, conducting appropriate background checks and obtaining biographical information to provide to shareholders).

In addition, the requirement for the Company to provide members with 7 business days notice of every candidate for election as a director has been removed. This will provide greater flexibility to the Board to advise shareholders through the ASX platform and is consistent with both the Corporations Act and ASX Listing Rules which do not provide a specific notice requirement.

The proposed Constitution also includes a new provision relating to directors' remuneration. Rule 8.3(b) confirms how the elements of remuneration for the purposes of calculating the aggregate fee pool for non-executive directors under Listing Rule 10.17 will be applied, which more closely reflects the ASX Listing Rule and confirms that special exertion fees are to be excluded.

The proposed Constitution removes the provision that permits holders of not less than 60 percent of the issued shares to appoint a new Director.

Indemnity

The current Constitution provides an indemnity for officers of the Company and includes an ability for officers to enforce the indemnity for a period of 7 years after the officer ceases. It is proposed to simplify the indemnity provisions to clearly confirm the definition of officer and provide that the Company must indemnify each officer on a full indemnity basis not limited by time. The Corporations Act provides exclusions in relation to indemnities to officers and these will continue apply to Company.

General updates

The provisions of the Constitution have been amended to reflect changes in terminology now contained in the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. For example, updates to reflect the ASX's current terminology, including the change from 'Australian Stock Exchange Limited' to 'Australian Securities Exchange Limited' and 'SCH Business Rules' to 'ASX Settlement Operating Rules'.

Directors Recommendation

The Board recommends that shareholders vote in favour of adopting the new Constitution.

e. Item 5 – Insertion of Proportional Takeover Approval Provisions

The Company's current Constitution contains provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act. The provisions, which are contained in clauses 13.7A and 13.7B of the Constitution, are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

The Company is proposing to include proportional takeover provisions in clause 6 of the proposed Constitution, as set out in item 4 of this Notice of Meeting.

Under the Corporations Act, these provisions must be re-inserted every 3 years or they will cease to have effect. The current provisions were approved by shareholders at the 2019 annual general meeting. As it is proposed that similar provision be included in the proposed Constitution the Board has agreed that these provisions will again be put to shareholders for their consideration.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding. The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in clause 6 of the proposed Constitution is that if a proportional takeover bid is made for Nufarm, Nufarm must refuse to register a transfer of Nufarm Shares giving effect to any acceptance of the bid unless the takeover bid is approved by shareholders in general meeting.

In the event of a proportional takeover bid being made, the Directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid.

A resolution approving the bid must be passed before the 14th day before the last day of the bid period. The resolution will be passed if more than 50% of votes are cast in favour of the approval. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class shares is entitled to vote, except that the bidder and its associates are not allowed to vote.

If no resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved. This effectively means that shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is rejected, transfers which would have resulted from the acceptance of a bid are prohibited and the bid is deemed to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers will be registered if they comply with the Corporations Act and the Company's Constitution.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. The proportional takeover provisions do not apply to full takeover bids and only apply for 3 years after approval – in this case until 18 December 2023. The provisions may be renewed or re-inserted, but only by a special resolution.

Reasons for proposing the resolutions

A proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Review of Proportional Takeover Provisions

While proportional takeover provisions have been in effect under the Company's Constitution, no takeover bids for the Company have been made, either proportional or otherwise.

Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover provisions (that is, clause 13.7A of the existing Constitution) for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by clause 13.7A.

Potential Advantages and Disadvantages

The Directors of the Company consider that the proposed inclusion of the proportional takeover provisions has no potential advantages or disadvantages for Directors. They remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential **advantages** of the proportional takeover provisions for Shareholders of the Company are:

- Shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist shareholders to avoid being locked in as a minority;
- the bargaining power of shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

The potential **disadvantages** for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium;
- the chance of a proportional takeover bid being successful may be reduced; and
- may be considered to constitute an unwarranted restriction on the ability of shareholders to deal freely with their Nufarm Shares.

The Directors consider that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

No Knowledge of Any Acquisition Proposals

At the date of this Notice of Meeting, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Directors Recommendation

The Board unanimously recommends that Shareholders vote in favour of the insertion of the proportional takeover provisions in the Company's Constitution.

The Chairman intends to vote all available proxies in favour of this resolution.

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