

Nufarm Limited Notice of Annual General Meeting

for 2 months ended
30 September 2020



Grow a better tomorrow



Dear Shareholder

I am pleased to invite you to the Transitional Annual General Meeting (**Meeting**) for the two months ended 30 September 2020 of Nufarm Limited (**Nufarm**), which will be held as a virtual meeting on Friday 18 December 2020 commencing at the later of 10.45am (AEDT) or 10 minutes after the conclusion of the FY20 Meeting.

Nufarm has changed its financial year end from 31 July to 30 September. As a consequence, there is a two month period from 1 August 2020 to 30 September 2020 which requires Nufarm to not only report its financial results for this period but also requires that we hold an additional annual general meeting. This Notice of Meeting relates to this transitional reporting period.

With the continuing restrictions regarding holding public gatherings and the ongoing health concerns relating to the COVID-19 pandemic Nufarm will hold this 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. Please note that you will only need to connect once as set out in the Lumi Online Meeting Guide to participate in both meetings.

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 items of business during the Meeting, I strongly encourage you to vote (by lodging a proxy) and submit your questions ahead of the Meeting.

Board renewal

During this two month period, we have progressed with orderly succession and renewal of the Board. As part of this process we are proposing the election of Lynne Saint as a new Non-executive director. Lynne brings to the Board strong financial skills, corporate governance, enterprise risk, supply chain risk and project management obtained from a global career including more than 19 years with Bechtel Group where she served as Chief Audit Executive and Chief Financial Officer of the Mining and Metals Global Business Unit.

Board recommendation

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 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, that 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 105th Annual General Meeting (Meeting) for the two months financial period 1 August 2020 – 30 September 2020 of shareholders of Nufarm Limited (Nufarm or the Company) will be held virtually on Friday, 18 December 2020 at the later of 10.45am AEDT or 10 minutes after the conclusion of the FY20 AGM.

Ordinary Business

1 Financial Reports and Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the two months ended 30 September 2020.

2 Remuneration Report

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

That the Remuneration Report for the two months ended 30 September 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 two months ended 30 September 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 of Director

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

That Lynne Saint, being eligible, be elected as a Director of the Company.

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 AGM, 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:

<https://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 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 two months ended 30 September 2020 or the conduct of its audit of the annual financial report for the two months ended 30 September 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 two months ended 30 September 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 149 to 161 of the Company's Annual Report for the two months ended 30 September 2020 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 of Director

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 that includes 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/.



Item 3: The election of Lynne Saint

Lynne Saint having been identified by the board as a suitable candidate is standing for election.

Information about Lynne Saint is set out below:

Lynne Saint, BCom, GradDipEd, FCPA, FAICD

Subject to approval by shareholders, Lynne will be appointed to the Board on 18 December 2020 at the conclusion of the Transitional FY meeting.

Lynne brings to the Board broad financial and commercial experience from a global career including more than 19 years with Bechtel Group where she served as Chief Audit Executive and Chief Financial Officer of the Mining and Metals Global Business Unit. Her expertise encompasses strong financial skills, corporate governance, enterprise risk, supply chain risk and project management. Ms Saint is also currently a Non-executive Director and Chair of the Audit and Risk Committee at Iluka Resources Limited.

Lynne was identified as a suitably qualified candidate to be appointed as a Director who brings strategic, financial and risk management experience as well as substantial experience and understanding of global markets and supply chains in a complex and diverse cyclical business. An external search firm was engaged to assist in this process. Extensive background and screening checks were undertaken prior to the Board agreeing to recommend her election as a Director to shareholders. These checks did not reveal any information of concern.

Lynne does not have any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect her 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 Lynne Saint an independent Director.

Directors' Recommendation

The Board unanimously supports and recommends the election of Lynne Saint.

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

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