



## **Anti-Bribery and Anti-Corruption Policy**

Nufarm Limited (Company or Nufarm)  
ACN 091 323 312

Adopted by the Board on 15 May 2024

## Anti-Bribery and Anti-Corruption Policy

### 1. Introduction

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Nufarm is committed to conducting business with high ethical standards and in full compliance with the law, including all anti-bribery, anti-corruption and other related laws in all countries which Nufarm operates. This policy describes the mandatory requirements for Nufarm group companies, employees, contractors and other relevant parties to ensure that corruption and bribery do not occur within Nufarm.

This policy is supplementary to Nufarm's Code of Conduct and Speak Up Policy, which read together reinforce Nufarm's culture and commitment to lawful and ethical behaviour.

A breach of this policy is serious as it may:

1. have significant reputational, financial, operational and legal consequences for Nufarm,
2. result in significant civil and/or criminal consequences for Nufarm or fines or imprisonment for individuals, and/or
3. result in disciplinary consequences including termination of employment or contracts.

### 2. Overarching principle

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Nufarm directors, employees and contractors must not offer, provide or receive, anything of value to or from a public official or someone in business, either directly or indirectly, to obtain or retain a commercial advantage or to induce or reward the recipient, or any other person, for acting improperly. While bribery may involve a monetary payment or offer, it covers anything of value such as gifts, entertainment, scholarships, donations and travel.

### 3. Application

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This policy applies to all companies in the Nufarm group, directors, employees, contractors (**Nufarm Personnel**), joint ventures or commercial arrangements that Nufarm controls, suppliers engaged by Nufarm (**Suppliers**) and agents engaged to operate on Nufarm's behalf (**Agents**). All Nufarm business activities are relevant to this policy, including activities with suppliers, contractors, vendors, customers, government and shareholders in Australia and globally.

Any gifts, travel, entertainment or hospitality is relevant to this policy when offered or provided by:

1. potential or actual agents, distributors, advisors, joint venture partners, consultants, contractors or sub-contractors, introducers and finders, political lobbyists and media and public relations agencies, customers or suppliers of Nufarm (each a **Business Partner**),
2. a public official, or
3. a person or entity related to a potential or actual Business Partner or a public official (for example, family members or an organisation run by a Business Partner or public official).

If Nufarm is involved in a joint venture or commercial arrangement that it does not control, Nufarm must assist the joint venture or arrangement to act in compliance with the fundamental requirements of this policy.

## 4. Anti-Bribery and Anti-Corruption

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Nufarm Personnel, Suppliers and Agents **must**:

1. understand and comply with this policy and complete any relevant training as required by Nufarm,
2. keep and maintain accurate and transparent books, accounting, financial and transaction records,
3. alert the relevant Nufarm Leadership Team line manager or the General Counsel and Company Secretary of any concerns relating to potential or actual corruption, and
4. immediately declare any conflict of interest if the Nufarm Personnel, Supplier or Agent is or is expected to become a close relative of a public official, by notifying the Group General Counsel and Company Secretary in writing.

Nufarm Personnel, Suppliers and Agents **must not**:

1. offer or promise to give or accept bribes, directly or indirectly via a third party, to or from anyone, including public officials,
2. make facilitation payments, even if it appears small, is 'customary' or allowed under the laws of the country in which the facilitation payment is to be made. A facilitation payment is giving anything of value to a public official to induce them to perform or fast track a routine or non-discretionary service,
3. offer or give any improper commercial sponsorship, community or charitable contribution, or political donation on Nufarm's behalf,
4. offer, give, accept or solicit inappropriate gifts, travel, entertainment or hospitality. Gifts, travel, entertainment and/or hospitality (including meals) must always be of an appropriate value, nature and occasion and in any case. Nufarm Personnel must also act in accordance with section 7 of this policy, or
5. engage in any other form of corrupt conduct (such as insider trading, false accounting or extortion), including involving third parties.

## 5. Personal safety

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A very narrow exception to the items that Nufarm Personnel, Suppliers and Agents must not do, as noted above, applies to circumstances when imminent harm is threatened to an individual if a demand for payment or gift is not met by a third party.

As soon as the danger has passed, the payment and circumstances must immediately be reported to Nufarm's Group General Counsel and Company Secretary and the relevant Nufarm Leadership Team line manager.

## 6. Contract governance

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To ensure transparency and certainty, all Nufarm commercial arrangements must be in writing and executed in accordance with the Nufarm Delegation of Authority.

Any new contract, or on any renewal and amendment of any existing contract, must include provisions that require the third party to comply with this policy, all applicable laws and any other anti-corruption obligations. Contract assistance is available from the Nufarm legal department.

No third party is permitted to act on behalf of Nufarm without a valid written contract in place.

## 7. Gifts and Hospitality

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Nufarm has put in place a procedure for the approval and recording of gifts, travel, entertainment and hospitality above a specific dollar amount (**Reportable Threshold**). This process is detailed in the Nufarm Gifts and Hospitality Procedure, located on the Nufarm employee website.

Nufarm Personnel (or any member of the Nufarm Personnel's immediate family) must not seek or accept any gifts, travel, entertainment, hospitality, payments, fees, services or privileges directly or indirectly from any other person or business organisation that does or seeks to do business with the Company or is a competitor of the Company if:

- (a) the scale or nature of the gift or hospitality could be judged to affect the impartiality of Nufarm Personnel, imply a conflict of interest between Nufarm Personnel and the Company, or
- (b) in any event, the value of the gift or hospitality exceeds the Reportable Threshold without prior approval provided in line with the Nufarm Gifts and Hospitality Procedure.

Nufarm Personnel must register gifts, travel, entertainment and hospitality items in line with the Nufarm Gifts and Hospitality Procedure.

## 8. Charitable donations

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Company donations to charity organisations may only be made by the CEO, each Regional General Manager and the Group Executive, Nuseed up to the amounts and subject to the conditions set out in Nufarm's Delegation of Authority, or otherwise must be approved in writing by both the Chair of the Board and the CEO.

## 9. Political donations

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Company donations to any political party, organisation or individual engaged in politics may only be made by the CEO up to the amounts and subject to the conditions set out in Nufarm's Delegation of Authority, or otherwise must be approved in writing by the Chair of the Board and the CEO.

Each request (and subsequent approval or rejection) under this section to the CEO must be reported to the Group General Counsel and Company Secretary.

Each political donation made under this section will be reported annually in Nufarm's Corporate Governance Statement.

## 10. Reporting breaches of this policy

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Any suspected breach of this policy by Nufarm Personnel, Suppliers or Agents, or failure to act in compliance with the fundamental requirements of this policy by a joint venture or arrangement that Nufarm does not control, must be reported immediately to Nufarm's Group General Counsel and Company Secretary or to the **Nufarm Integrity Helpline**, accessible via the Nufarm Intranet or [here](#).

The Audit and Risk Committee will be notified of material breaches of this policy at the next relevant Committee meeting.

Nufarm will treat all reports confidentially (to the full extent possible) and will take all reasonable steps to protect any person who raises legitimate concerns in good faith from any adverse consequences.

It is a breach of this policy to fail to provide full and open support in any investigation by Nufarm into suspected corruption or bribery.

## 11. Periodic review

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The Audit and Risk Committee will review the effectiveness of this policy from time to time. Independent reviews may also be undertaken from time to time by internal or external audit.