



'Speak Up' Policy

Nufarm Limited
ACN 091 323 312

Reviewed and adopted by the Board on 24 September 2024

'Speak Up' Policy

1. Purpose of the policy

Nufarm is committed to our values of responsibility, agility, respect, and empowerment (Nufarm's RARE values). The purpose of this policy is to encourage and support the reporting of information that you reasonably suspect indicates misconduct or an improper state of affairs or circumstances in relation to Nufarm, or any of its officers or employees (**Potential Misconduct**), in consideration of our values.

Our people are our priority at Nufarm. A safe and supportive environment in which all team members are respected and supported is critical to our long-term success and reputation. It is important that our people are supported and encouraged to "speak up" when they see someone doing the wrong thing. Speaking up helps us to identify and address issues and improve the way we do business.

This policy should be read in conjunction with other Nufarm policies, including the Code of Conduct, Anti-bribery and Corruption Policy and Continuous Disclosure Policy. It does not replace your obligation to report incidents under our other policies, including to report all health, safety and environment incidents and unsafe conditions to your supervisor immediately under our 7 Life Saving Rules.

2. Who this policy applies to

This policy relates to Nufarm Limited (**Company**) and its subsidiaries (together, **Nufarm**) and applies to all current and former officers or employees (including casual and temporary workers), directors, contractors, consultants, volunteers, suppliers and third-party supplier employees, associates as well as the relatives, spouses and dependents of these individuals (**you**).

A person who reports Potential Misconduct is sometimes known as a 'whistleblower'. For some disclosures, such a person has legal rights under the tax laws and the *Corporations Act 2001 (Cth)* in Australia and under comparative legislation and codes in other countries that Nufarm operates in.

This policy is based on the laws in Australia, where Nufarm Limited is incorporated (particularly Appendix 1) but it does apply to all entities in Nufarm. This policy operates in conjunction with the laws of any country in which Nufarm operations and in which you are based. If you would like more information on local legal protections, please contact your local Nufarm legal counsel. This policy does not override your local legal rights. This policy does not permit conduct that would be unlawful under local laws, or restrict conduct that must be permitted under local laws.

3. Speaking up

The standard that you walk past is the standard you accept. At Nufarm, we don't walk past Potential Misconduct.

We encourage you to speak up and disclose any Potential Misconduct.

We will protect you if you make a report honestly and on reasonable grounds. If you prefer, you can make a report confidentially. If you do give your name, we will not share your identity with anyone else unless you agree or the law allows or requires it (e.g., in dealings with a regulator or when seeking legal advice). It generally assists an investigation if you do identify yourself, but the decision is yours to make. If you remain anonymous or do not consent to the limited sharing of your identity as needed, this may impact our ability to progress your report and take any action (including conducting an investigation) in respect of your disclosure.

3.1 How to speak up

If you become aware of Potential Misconduct, then we encourage you to speak up by raising your concerns directly to the person to whom the issue relates, where it is appropriate and if you feel comfortable and safe to do so.

If not, and in any event for any Potential Misconduct that involves threatening or abusive behaviour, violence, fraudulent activities, discrimination, breach of confidentiality or illegal activities, you are encouraged to speak up by contacting any of the following people, by email, telephone or in person:

- your manager,
- the People and Performance, Legal or Risk teams, or
- any of the Speak Up Protection Officers detailed below.

Speak Up Protection Officer	Position	Email	Telephone number
Kate Hall	Group General Counsel and Company Secretary	kate.hall@nufarm.com	+61 401 047 998
Brendan Ryan	Chief Financial Officer	brendan.ryan@nufarm.com	+61 494 062 463
John Holding	Group Executive, People and Performance	john.holding@nufarm.com	+61 427 849 911
Steven Johnstone	Head of Risk, Assurance and Compliance	steven.johnstone@nufarm.com	+61 439 586 631
Lynne Saint	Chair of the Audit and Risk Committee	lynne.saint@nufarm.com	NA

If you do not feel comfortable reporting an issue through one of these channels, you can use the independent and confidential Integrity Helpline that has been established for this specific purpose. You can access the Integrity Helpline online at: <https://secure.ethicspoint.com/domain/media/en/gui/60654/index.html> or on the telephone numbers shown on that website.

While we encourage you to speak up to your manager, the People and Performance, Legal or Risk teams, a Speak Up Protection Officer or the Integrity Helpline, there are certain other Eligible Recipients to whom you can report a matter and still receive legal protections. See section 2 of Appendix 1 for more details. In some countries, you are also entitled to report misconduct, wrongdoing or improper conduct to a designated government regulator who is responsible for the regulation of corporations.

3.2 What disclosures are protected?

It is important that we know about anything affecting our business so that we can address any risks to our employees, customers, business or reputation.

Potential Misconduct includes breaches of the law, our Code of Conduct or other company policy, and anything else you reasonably believe to be harmful, dishonest or unethical.

Examples of Potential Misconduct are:

- breaches of Nufarm's Code of Conduct policies, standards, procedures or the law (i.e. including anything that may be illegal),
- unethical or unprofessional behaviour, including conduct that does not meet Nufarm's commitment to its customers, regulators, shareholders and or the community,
- issues of dishonesty, including internal fraud, theft, bribery and corruption,
- conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations,
- breaches of privacy or confidentiality, including in relation to Nufarm and customer information,
- concerns that pose a danger to the public or the financial system, including issues relating to the security of our products, and
- misconduct or an improper state of affairs or circumstances in relation to Nufarm generally, including the tax affairs of Nufarm.

3.3 How are you protected?

We are committed to protecting anyone that speaks up under this Policy by:

- protecting your identity – if you do give your name, we will not share your identity (or information that is likely to lead to your identity) unless you give your consent or it is allowed or required by law (eg in dealings with a regulator or when seeking legal advice),
- ensuring fairness – we are committed to ensuring you are treated fairly and you do not suffer detriment for speaking up. As part of this commitment, we may monitor and manage the behaviour of other employees, and
- providing support – we will take all reasonable steps to ensure that adequate and appropriate support is provided to you including through our Employee Assistance Program.

No person may victimise or cause detriment to someone else (or threaten to do so) because of a belief that person has, will or could speak up on reasonable grounds. Examples of detriment include discrimination, harassment, intimidation, retaliation, causing physical or psychological harm, damaging property, varying an employee's role or duties, or demoting or dismissing the person. Any action that does, or may cause, a detriment is itself an example of Potential Misconduct that may be subject to this policy.

If you have any queries or concerns regarding the protections available to you, please contact any of the Speak Up Protection Officers.

Any team member (including a person you have reported to) that discloses your identity without your consent (unless permitted by law) or who is involved in detrimental conduct will be subject to disciplinary action under Nufarm's regional disciplinary procedures, up to and including dismissal. You can contact your regional People and Performance manager for a copy of the procedure. In some circumstances, detrimental conduct may also be a criminal offence punishable by imprisonment. Nufarm may refer any person that has engaged in such conduct to law enforcement authorities for further investigation.

More information about how Nufarm supports and protects people who speak up is in Appendix 1.

4. Investigations

4.1 How disclosures are investigated

Your concerns should have reasonable grounds, meaning that a reasonable person in your position would also suspect Potential Misconduct. You are encouraged to make a report even if your concerns turn out to be incorrect, although of course you should not make a report if you know it is wrong at the time of reporting. When we investigate a report, we focus on the substance of the disclosure and not the motives behind why it was made.

Nufarm will apply the protections described in section 3.3 above when responding to or investigating a report. All reports made under this policy will be received and treated sensitively and seriously. When a report is lodged, subject to any potential conflicts of interest or concerns it will generally be referred to the Group General Counsel and other relevant senior management to determine who is best placed to conduct the investigation. The decision is based on the issues raised and which team has the best skills set and/or capability. Other people, including external advisers, may also be asked to assist or to run the investigation.

Nufarm's response to a report will vary depending on the nature of the report and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation. A decision will be made if the information you have disclosed warrants investigation or verification and Nufarm may take further action. Investigations are conducted fairly, independently (without bias), in a timely manner and in strict confidence. All individuals involved must cooperate fully in any investigations of Potential Misconduct.

When possible and appropriate, a person being investigated will have an opportunity to respond to the information in the report that involves them.

A Speak Up Protection Officer will acknowledge receipt of the information you have disclosed (typically within seven days of your disclosure) and keep you informed of the progress if appropriate. This may not occur until after any review or investigation has been concluded. It may not always be appropriate to provide you with this information and may not be possible unless you provide your contact details when speaking up.

Nufarm is committed to protecting the wellbeing, and ensuring the fair treatment, of all its employees, including those who are mentioned in disclosures made under this policy. If any employee requires additional support in relation to responding to an investigation or allegation, they may contact a Speak Up Protection Officer or their People and Performance manager. Alternatively, they can access the Employee Assistance Program.

4.2 What happens after a review or investigation?

The results of any review or investigation will be recorded that will be confidential and is the property of Nufarm. The report will not be provided to you or any other person subject to or implicated in the review or investigation.

The audit and risk committee will periodically receive a summary of reports made under this policy. The audit and risk committee may be provided additional information about any material incidents raised, subject to confidentiality obligations under the whistleblowing laws.

5. Accessing this policy

This policy is available on Nufarm's website, the Vine (Nufarm's intranet) and on request.

6. Review of policy

Nufarm will periodically review this Policy to ensure compliance with applicable laws and conformity with industry practice.

1. When do legal protections apply?

To qualify for legal protection under Australian law, your disclosure must relate to 'Potential Misconduct' and be made to an 'Eligible Recipient'. A matter that is disclosed under the policy but which does not meet these criteria will not qualify for protection under the Act.

You can still qualify for legal protection even if your report turns out to be incorrect. You may choose to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. Anonymous reports can be protected but may be more difficult to investigate.

Potential Misconduct under Australian law means:

General disclosable matters

- Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Nufarm or a related body corporate of Nufarm,
- Information that Nufarm or a related body corporate of Nufarm, or any officer or employee of Nufarm or a related body corporate of Nufarm, has engaged in conduct that:
 - contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act), or
 - represents a danger to the public or the financial system, or
 - constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

Tax-related disclosable matters

- Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate.

Further tax-related information

- Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company or an associate.
- The legal protections may not apply to reports that are not about Potential Misconduct, such as personal work-related grievances (i.e., grievances that relate solely to your current or former employment with implications for you personally). However, these grievances may be protected in limited circumstances. Further information is set out in paragraph 4 of this appendix.

2. Who are Eligible Recipients?

Eligible Recipients are those the law says can receive disclosures so that you will have legal protection. We encourage you to make your report through your manager, the People and Performance, Legal or Risk teams or one of the Speak Up Protection Officers listed in this policy or to the independent Integrity helpline on <https://secure.ethicspoint.com/domain/media/en/gui/60654/index.html>.

In addition, you can also make a report to one of the following Eligible Recipients:

- our directors, officers or senior executives;
- our internal or external auditors, members of an audit team conducting an audit, or actuaries;
- if it is a tax related matter, our officers or employees with tax duties, or our registered tax or BAS agents;
- if it is information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company or an associate, then to the Commissioner of Taxation;
- an Australian-qualified lawyer, if you want advice about the legal protections for people who speak up or legal representation (in which case your report will be protected even if the matter turns out not to be Potential Misconduct); or
- ASIC¹, APRA² (or another Commonwealth body prescribed by regulation) or (if it's about tax) the ATO³.

In some cases, 'public interest' or 'emergency' reports made to a member of parliament or professional journalist are also protected by law. This right is limited and may apply if you previously made a disclosure to ASIC, APRA or certain other government investigative bodies and:

- you do not have reasonable grounds to believe that action is being, or has been taken, and at least 90 days have passed since that previous disclosure ('public interest' reports); or
- you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment ('emergency' reports).

You may wish to contact a lawyer about whether you are eligible for legal protection if you are considering doing this.

3. What are the legal protections?

Your identity is protected

We will not share your identity or information that is likely to lead to your identity unless you consent or the law allows or requires it.

Your identity may be shared with ASIC, APRA, the Australian Federal Police, or to a legal practitioner for the purposes of obtaining legal advice about protections for people who speak up or legal representation. Regional laws in other jurisdictions that Nufarm operates in may have different requirements on protecting your identity, however regardless of local laws, Nufarm commits globally to protecting your identity. By law we can also share information in your report as reasonably necessary to investigate the issues raised in your report, if the information does not include your identity and we take all reasonable steps to reduce the risk that you are identified from the information.

Protection from detrimental acts or omissions

You will be protected from being caused detriment, or threatened with being caused detriment, by another person because you make, or propose to make, a disclosure of Potential Misconduct.

Detrimental conduct includes the following:

- dismissal of an employee,
- injury of an employee in his or her employment,
- alteration of an employee's position or duties to his or her disadvantage,
- discrimination between an employee and other employees of the same employer,
- harassment or intimidation of a person,
- harm or injury to a person, including psychological harm,
- damage to a person's property,
- damage to a person's reputation,

¹ Australian Securities and Investments Commission

² Australian Prudential Regulation Authority

³ Australian Taxation Office

- damage to a person's business or financial position, or
- any other damage to a person.

Examples of actions that are not detrimental conduct (where relevant) include:

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment), and
- managing a discloser's unsatisfactory work performance, if the action is in line with Nufarm's performance management framework.

Compensation and other remedies

If you made or plan to make a disclosure of Potential Misconduct and suffer detriment as a result, you may be entitled to seek compensation or other remedies through the Courts. You should seek independent legal advice if you have any queries about compensation or other related matters.

Civil, criminal and administrative liability protection

You are protected from any of the following in relation to a protected disclosure of Potential Misconduct:

- civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation),
- criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)), and
- administrative liability (e.g., disciplinary action for making the disclosure).

However, you are not granted immunity for any misconduct you may have engaged in that is revealed in your Potential Misconduct disclosure.

If you think one of the protections you have by law has been breached, you should raise this with an Eligible Recipient so it can be investigated. You can also contact a regulator such as ASIC, APRA or the ATO, or you may wish to contact a lawyer.

4. Personal work-related grievances

Legal protection for disclosures that are solely about personal work-related matters (i.e., grievances about something in relation to your current or former employment or engagement that have implications for you personally) is only available under the law in limited circumstances (and specifically not under the *Corporations Act 2001 (Cth)*).

Examples of personal work-related grievances are:

- an interpersonal conflict between the discloser and another employee,
- a decision that does not involve a breach of workplace laws,
- a decision about the engagement, transfer or promotion of the discloser
- a decision about the terms and conditions of engagement of the discloser, or
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A personal work-related grievance may still qualify for legal protection if:

- it includes information about misconduct, or information about misconduct includes or is

accompanied by a personal work-related grievance (mixed report),

- the discloser suffers from or is threatened with detriment for making a disclosure, or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the *Corporations Act 2001 (Cth)*.

Under the law, a grievance is not a 'personal work related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser,
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws,
- concerns conduct or alleged conduct that represents a danger to the public or financial system, or
- concerns conduct or alleged conduct prescribed by the regulations.

If you have a personal work-related grievance, you are encouraged to speak with your manager or People and Performance manager.