



Sustainability and Environment Committee Charter

Approved and adopted by the Board on 28 June 2023 effective 1 July 2023

Sustainability and Environment Committee Charter

Role

1. The role of the Sustainability and Environment Committee (**Committee**) is to assist the Board of Nufarm Limited (**Board**) in relation to the matters set out in this Charter. The Committee is accountable to the Board for its performance.
2. The Committee's responsibilities are set out in this Charter and include overseeing and monitoring the following matters concerning Nufarm Limited and its related bodies corporate (**Nufarm**):
 - performance with respect to sustainability and environmental issues, including its compliance with related laws, regulation and policies,
 - sustainability and environmental related risks, and
 - the annual sustainability and environmental reporting program.
3. The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matters on which it advises, except where certain powers are specifically set out in this Committee Charter or are otherwise delegated by the Board.

Responsibilities and duties

Without limiting its overall role, the Committee will:

4. Oversee and monitor the identification, assessment, management, prioritisation and reporting of sustainability and environmental risks that are material to the operations and achievement of Nufarm's strategy.
5. Assess the effectiveness of performance against the Risk Management Framework and supporting processes with respect to sustainability and environmental risks, and recommend any changes to the Risk Management Framework that should be made to the Audit and Risk Committee.
6. Receive periodic reports on sustainability and environment as a material operational risk, ensuring that remediation plans and lessons learnt are addressed from these significant incidents in a full and timely manner.
7. Oversee that sufficient resources are dedicated to the management of sustainability and environmental risks.
8. Report to the Board on Nufarm's performance with respect to sustainability and environmental issues, including by having regard to recognisable external targets and the impact on stakeholders (such as employees, third parties, communities) and Nufarm's reputation.
9. Review and recommend to the Board Nufarm's public sustainability and environmental targets and position statements (including with respect to climate).
10. Monitor management's implementation of Nufarm's strategy as it relates to sustainability and environmental issues.
11. Monitor compliance with applicable sustainability and environmental related laws and regulations and any other external commitments made on behalf of Nufarm.
12. Oversee the preparation and content of Nufarm's periodic sustainability and environmental reporting, including the Sustainability Report, and related content in the Annual Report and recommend the disclosures to the Board.
13. Review and discuss the processes by which management provides assurance over the integrity of the information disclosed in such reporting.

Access to information and advice

14. The Committee has free and unfettered access to senior management, employees and any other internal or external parties, and may make any enquiries, to fulfil its responsibilities.
15. The Committee has the authority to appoint and instruct independent expert advisors who will report back directly to the Committee. The Secretary will assist the Committee in securing the service required.

Membership

16. The Committee will consist of at least three independent non-executive Directors.
17. Members will be proposed by the Nomination Committee to the Board for approval. The Board will appoint the Committee Chair who will be a member of the Committee.

Meeting procedures

18. The Secretary of the Committee will be the Nufarm Company Secretary or delegated representative.
19. The Committee will meet as necessary but not less than two times per year. Any member can request the Secretary to call a meeting.
20. A quorum for any meeting will be two members. In the absence of the Committee Chair, the members shall elect one of their members as Committee Chair for that meeting.
21. The Committee Chair will not have a second or casting vote.
22. The agenda for Committee meetings will be prepared by the Secretary and approved by the Committee Chair and include items required by this Charter and any other items requested by Committee members or management and approved by the Committee Chair.
23. Committee papers will be distributed to Committee members prior to each meeting in sufficient time to enable Committee members to read the papers and properly prepare for the meeting. The Secretary will endeavour to ensure, that to the extent practicable, meeting papers are distributed seven days prior to each meeting. Minutes will be kept of each meeting and will be provided to the Committee and the Board.
24. The Committee Chair will provide a report on Committee matters at the next Board meeting.
25. The Committee may invite any person to attend meetings of the Committee, but not necessarily for the full duration of the meeting. The Committee can meet any person with or without management present.
26. A standing invitation will be issued to the Managing Director and CEO, the Chief Financial Officer, the Group Executive, Supply Chain Operations and the Group Executive, Growth and Sustainability.
27. A standing invitation will be issued to all independent non-executive Directors to attend with the consent of the Committee Chair.
28. The Committee will evaluate its performance each year having regard to the requirements in the Charter.
29. The Committee will regularly review the Charter to ensure that it complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Nufarm.