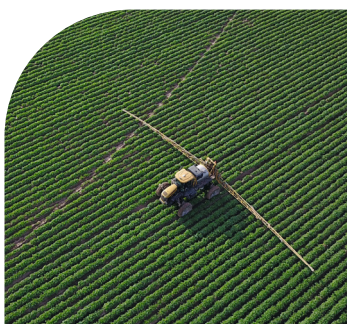


Nufarm Limited

Notice of Annual General Meeting

4 February 2026



 nufarm

Chair's Letter



Dear Shareholder

I am pleased to invite you to the Annual General Meeting (**Meeting** or **AGM**) of Nufarm Limited (**Nufarm**), which will be held as a hybrid meeting at our head office in Laverton, Melbourne, and online at 11.00am (AEDT) on Wednesday 4 February 2026. This Meeting relates to Nufarm's financial year ending 30 September 2025.

Shareholders can watch, vote and ask questions in relation to the business of the Meeting in real time whether attending in person or virtually. Information on how to participate virtually is set out in the accompanying Notice of Meeting (**NOM**) and in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

Following the completion of our period of board renewal last year, we continue to have a board with a diverse mix of skills, experience and tenure that is well aligned with the current and future needs of our business as a global agricultural innovator. Alexandra Gartmann, Marie McDonald and I are standing for re-election at this meeting.

We are also seeking approval for the grant of performance rights to our incoming Managing Director and Chief Executive Officer, Rico Christensen under our Executive Incentive Plan (**EIP**). Further details about the proposed grants are included in the explanatory notes accompanying this NOM, and I encourage you to review our FY25 remuneration report, which details our approach to remuneration.

In FY25, we delivered strong growth in crop protection and have a reprioritised Seed Technologies strategy that positions us well for the future. While our overall statutory result in FY25 was disappointing, the work we have done to re-prioritise capital allocation and reduce cost positions the business well for the future.

How to vote

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

Directors recommend that shareholders vote in favour of resolutions 2 to 5. Information on voting, including how to vote in person or to appoint a proxy or representative, are available in the Notes relating to Voting section on page 4 of the NOM. If you may not be able to join the Meeting in person or online, we encourage you to appoint a proxy to attend and vote on your behalf. To do this you must appoint a proxy and lodge a proxy form so that it is received no later than 11.00am (AEDT) on Monday 2 February 2026.

How to ask questions

Asking questions prior to the Meeting

Questions from shareholders are important to us and we encourage shareholders to submit questions to the Company in advance of the Meeting. This will allow us to address any key themes that have been raised during the Meeting.

Shareholders can also submit written questions to Nufarm's auditor, KPMG, regarding the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 September 2025. The auditor is not obliged to provide written answers.

Please submit written questions:

- by using an online shareholder question form at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting, or
- online at www.investorvote.com.au when voting online.

Please note that any questions to the Company or Auditor must be received by 5.00pm (AEDT) on Wednesday 28 January 2026. Further information on how to ask a question is available in the Notes relating to Voting in the Notice of Meeting.

Asking questions during the Meeting

During the AGM, shareholders as a whole will have a reasonable opportunity to ask questions or make comments:

- verbally, in person at the Annual General Meeting or via the online platform following the instructions, or
- in writing via the online platform at <https://meetnow.global/MUYLPLL>.

Only verified shareholders, proxyholders and corporate representatives may ask questions at the Meeting or online. More detailed information on how to ask questions during the AGM is provided in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

People who register as guests to view the AGM through the platform will not be able to vote or ask questions.

For those that are not able to join the Meeting, the webcast 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 attendance and the opportunity to engage with you at the Meeting.

A handwritten signature in black ink, appearing to be 'JG', written in a cursive style.

John Gillam

Chair
12 December 2025

Business of the AGM

NOTICE IS GIVEN that the **110th Annual General Meeting (Meeting or AGM)** of shareholders of Nufarm Limited (**Nufarm** or the **Company**) will be held at Nufarm headquarters, 103-105 Pipe Rd, Laverton North, Victoria 3026 and online on Wednesday, **4 February 2026 at 11.00am 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 30 September 2025.

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 30 September 2025 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 30 September 2025 or their closely related parties (regardless of the capacity in which the vote is cast), or
- as a proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- 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 Re-election of Directors

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

(a) that John Gillam, being eligible, be re-elected as a director of the Company;

(b) that Alexandra Gartmann, being eligible, be re-elected as a director of the Company; and

(c) that Marie McDonald, being eligible, be re-elected as a director of the Company.

4 Grant of Rights to incoming Managing Director and Chief Executive Officer (CEO) under the FY25 EIP

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

That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of up to 279,046 Rights to the Company's incoming CEO, Rico Christensen, in accordance with the terms set out in the Explanatory Notes which accompany the Notice of Meeting.

Note: As announced on 19 November 2025, Rico Christensen has joined the board as an executive director from 1 December 2025 and will succeed Greg Hunt as CEO from 1 January 2026.

Voting exclusion statement for Item 4

The Company will disregard any votes on Item 4:

- cast in favour of the resolution by or on behalf of Rico Christensen, or any of his associates, regardless of the capacity in which the vote is cast, or
- cast as a proxy by a person who is a member of the Company's KMP on the date of the Meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast by:

- such persons appointed as proxy or attorney on behalf of a person who is entitled to vote on this resolution, in accordance with the direction on the submitted voting instructions,
- the Chair of the AGM, as proxy for a person who is entitled to vote on this resolution, in accordance with the direction given to the Chair to vote on this resolution as the Chair decides, or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution in Item 4, and
 - ii. the holder votes on this resolution in Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Special Business

5 Proposed amendment to the Constitution to vary the position relating to the ability of the Company to issue equity securities

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

That a new Clause 2.1A be inserted into the Company's Constitution, as set out in the Explanatory Notes.

The Notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By order of the board



Kate Hall

Company Secretary
12 December 2025

Notes relating to voting

Entitlement to vote

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 Monday 2 February 2026** 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.

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

Voting on all resolutions will be conducted by a poll.

The poll will be conducted live and online during the Meeting using the Computershare online meeting platform.

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 Chair 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 Chair 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 directed proxy at www.investorvote.com.au by 11:00am (AEDT) on Monday 2 February 2026.

Proxies

A shareholder entitled to attend and vote at the Meeting can appoint a proxy to attend and vote on their behalf. Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au

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.

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 Chair 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 Items 2 or 4 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 Items 2 and 4.

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.computershare.com.au/virtualmeetingguide.

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 11.00am (AEDT) on Monday 2 February 2026). 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

Additional Proxy Forms can be obtained from Nufarm Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 652 479 (within Australia) or +61 3 9415 4360 (outside Australia).

Proxy voting by the Chair

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, and you do not direct the Chair of the Meeting how to vote on Items 2 or 4, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chair 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 Chair of the Meeting how to vote on an item of business, the Chair as your proxy intends to vote IN FAVOUR of all resolutions.

Corporate shareholders

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.

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

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.

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 11.00am (AEDT) on Monday 2 February 2026 unless it has been previously provided to Nufarm.

Participating at the Meeting

Shareholders, proxyholders and authorised corporate representatives can attend the AGM either in person by attending at the Nufarm headquarters in Laverton North, Melbourne, or by participating via the online platform at <https://meetnow.global/MUYLPLL>.

Shareholders and proxyholders will be able to participate in the Meeting online using your computer, your mobile phone or device via the Computershare online meeting platform. This platform enables shareholders, proxyholders, attorneys and authorised representatives to view the Meeting live, ask questions verbally or via a live text facility and vote.

You can participate in the Meeting online by entering this link in your browser: <https://meetnow.global/MUYLPLL>

Further information about how to log in to the Computershare online meeting platform, 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.computershare.com.au/virtualmeetingguide.

Online registration will open at 10.00am (AEDT) on Wednesday 4 February 2026 (one hour before the AGM commences). Nufarm recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

Shareholder login details:

Shareholders will need the following information in order to login to the AGM online platform:

- Your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)
- The postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should select their country from the drop-down box.

Proxyholder login details:

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

Questions for the Company

Shareholders may submit written questions to the Company before the Meeting. Any questions must be received by no later than 5:00pm (AEDT) on Wednesday 28 January 2026. 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 Chair of the Meeting 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 ask questions at the Meeting or may also submit questions and comments online during the Meeting via the Computershare online meeting platform. More detailed information on how to ask questions during the AGM is

provided in the Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

Please note, only shareholders, proxyholders, attorneys and authorised corporate representatives may ask questions and only once they have been verified.

Questions to the auditor

Shareholders may submit written questions to the Company's auditor, KPMG, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 30 September 2025.

Any questions must be received by no later than 5:00pm (AEDT) on Wednesday 28 January 2026. Please submit your written questions online by:

- emailing Investor Relations at grant.saligari@nufarm.com; or
- online at www.investorvote.com.au (by logging on and selecting "Voting").

Technical difficulties

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

Where they consider it appropriate, the Chair of the Meeting 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 directed proxy by 11.00am (AEDT) on Monday 2 February 2026, even if they plan to attend.

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.**

Item 1: Financial Reports and Statements

The Financial Report, Directors' Report and Auditor's Report of the Nufarm Group for the year ended 30 September 2025 will be laid before the Meeting as required by the Corporations Act. This item does not require a shareholder vote.

The Chair of the Meeting will give shareholders as a whole a reasonable opportunity to ask questions and make comments on the management of the Company and the financial statements and reports and to ask the Auditor questions relevant to the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company, and the independence of the Auditor.

The Financial Report, Directors' Report and Auditor's Report are available from the Company's website at <https://nufarm.com/results-presentations/>.

Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 44 to 65 of the Company's 2025 Annual Report and details the Company's remuneration policy and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 September 2025.

Shareholders as a whole will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report. 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 resolution 2.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

Item 3: Re-election of Directors

Information on the board's approach to director appointment and election and re-election processes can be found in our 2025 Corporate Governance Statement at <https://nufarm.com/investor-centre/corporate-governance/>.

Item 3(a) Re-election of John Gillam

John Gillam retires by rotation in accordance with clause 8.1(d) of the Company's constitution, and being eligible, is standing for re-election.



John Gillam, BCom, MAICD, FAIM

John Gillam joined the board on 31 July 2020 and was appointed chair from 24 September 2020. He was last elected by shareholders at the 2023 AGM. John is a member of the audit and risk committee, the people, safety and remuneration committee, and a member and chair of the nomination committee.

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 chair of Officeworks. His experience as a non-executive director includes his role as chair of Lendlease Group Limited (since October 2024) and as chair of CSR Limited (from 2018 until it was acquired in July 2024).

The board considers John's experience with Nufarm and other listed companies, alongside his executive career experiences, enhances the board's ability to oversee Nufarm's performance and governance, in particular in relation to commercial, leadership and governance matters.

The board considers that John Gillam is an independent director.

Directors' Recommendation

The board (excluding John Gillam) unanimously recommends that shareholders vote in favour of resolution 3(a).

Item 3(b) Re-election of Alexandra Gartmann

Alexandra Gartmann retires by rotation in accordance with clause 8.1(d) of the Company's constitution, and being eligible, is standing for re-election.



Alexandra Gartmann, BSc (REM) (Hons)

Alexandra Gartmann joined the board on 23 September 2022 and was last elected by shareholders at the 2023 AGM. Alexandra is a member of the audit and risk committee, the nomination committee, and a member and chair of the sustainability and environment committee.

Alexandra brings over 25 years of deep industry experience in rural, agriculture and community focused organisations and is the former CEO of the Rural Bank, a division of the Bendigo & Adelaide Bank. Her executive career includes roles such as Bendigo & Adelaide Bank Executive Marketing, Partnerships & Corporate Affairs and CEO of Rural Bank and as CEO of the Foundation for Rural & Regional Renewal and The Birchip Cropping Group. Alexandra serves on boards across agriculture, education and the environment. Alexandra is currently chair of the Australian Farm Institute and deputy chair of the Australian Wool Testing Authority. She is also a director of the One Basin Cooperative Research Centre and former chair of the Victorian Agriculture & Climate Change Council (until November 2025).

The board considers that Alexandra continues to make a valuable contribution to the board, noting her extensive executive and board experience, particularly with respect to agriculture and ESG matters, enhancing the board's ability to oversee Nufarm's performance and governance.

The board considers that Alexandra Gartmann is an independent director.

Directors' Recommendation

The board (excluding Alexandra Gartmann) unanimously recommends that shareholders vote in favour of resolution 3(b).

Item 3(c) Re-election of Marie McDonald

Marie McDonald retires by rotation in accordance with clause 8.1(d) of the Company's constitution, and being eligible, is standing for re-election.



Marie McDonald, LLB (Hons), BSc (Hons)

Marie McDonald joined the board on 22 March 2017 and was last elected by shareholders at the 2023 AGM. Marie is a member of the audit and risk committee, the nomination committee, and a member and chair of the people, safety and remuneration 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 currently a member of the AICD Law Committee. Marie is also currently a director of Nanosonics Limited and Telix Pharmaceuticals Limited and a former director of CSL Limited (until October 2025).

Marie was first elected as a director by shareholders eight years ago, on 7 December 2017. The board has a non-executive tenure policy that provides for non-executive directors to retire after nine years (or 12 years in the case of a chair who has served in the role of chair for less than six years) from the first date of election of shareholders. The board may exercise discretion in exceptional circumstances to extend the maximum term where it considers such an extension is in the best interests of the Company. The board has reviewed this and determined that Marie's tenure has not impacted her independence and that an extension of the maximum term of tenure to allow Marie to continue serving as a non-executive director on Nufarm's board is in the best interests of the Company.

The board considers that Marie continues to make a valuable contribution, noting her experience with life sciences companies having global operations. The board considers that 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 human resources, occupational health and safety and remuneration matters as the chair of the people, safety and remuneration committee.

The board considers that Marie McDonald is an independent director.

Directors' Recommendation

The board (excluding Marie McDonald) unanimously recommends that shareholders vote in favour of resolution 3(c).

Item 4: Grant of Rights to incoming Managing Director and Chief Executive Officer (CEO) under the FY25 EIP

Background to Executive Incentive Plan (EIP)

Nufarm's FY25 EIP rewards achievement against a combination of financial and non-financial performance measures that are aligned to the creation of shareholder value over both the short term and long term. A combination of financial and non-financial measures achieved over a 12 month performance period determines the number of Rights that may be awarded. Those Rights are subsequently tested after a further 3 year vesting period against a rTSR measure and other strategic measures supporting our long-term objectives. Offers made under the EIP are made pursuant to the EIP Rules.

Item 4 set out in the Notice of Meeting seeks approval for the proposed issue of Rights to the incoming CEO, Rico Christensen (as well as the allocation of Shares upon vesting of those Rights) in respect of the grant of the FY25 EIP Rights.

Due to the Company's incentive structure, Mr Christensen would generally not be eligible to receive an equity award until FY27 (when the FY26 EIP is assessed), and he will be ineligible for the long-term incentive right he would have otherwise received in FY26 as the Group Executive, Portfolio Solutions. To avoid a gap in equity grants, a transitional grant valued at AUD 700,000 is to be made in Performance Rights under the terms of the EIP. These rights will be awarded with an effective date of 1 October 2025 (subject to shareholder approval) and will be eligible to vest after three years (1 October 2028), subject to meeting the performance conditions set by the board, which are set out below.

For FY26, Mr Christensen's target EIP opportunity is 140% of base salary to be assessed in FY27 and eligible to vest after three years (1 October 2029).

Key material terms of FY25 EIP Rights

Key terms for this grant are set out below. All other material terms can be found in Appendix A to this item.

Term	Explanation																						
Number of Rights allocated	The total number of Rights to be granted to the incoming CEO, Rico Christensen under the FY25 EIP award is 279,046. The number of Rights to be granted was determined by dividing the value of the Rights component of the FY25 EIP award (being AUD 700,000) by the volume weighted average price of Nufarm Shares in the five trading days following the 2025 full year results announcement (being AUD 2.508544).																						
Date of grant	If shareholder approval is obtained, it is intended the Rights will be granted to the incoming CEO shortly after the Annual General Meeting. In any event they will be granted within 12 months of receiving shareholder approval.																						
Term of Rights	Under the FY25 EIP Rights, the Rights granted to the incoming CEO will vest subject to the satisfaction of Vesting Conditions and will be tested following the end of the vesting period (1 October 2025 – 30 September 2028). Any Rights that do not vest following testing will lapse.																						
Vesting Conditions	The Vesting Conditions for the Rights are as follows: <table border="1"> <thead> <tr> <th>Measure</th> <th>Weight</th> <th>Target</th> </tr> </thead> <tbody> <tr> <td>ROFE</td> <td>50%</td> <td>50% of the award is payable at target. ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period. As the target is commercially sensitive it will be disclosed retrospectively.</td> </tr> <tr> <td>rTSR</td> <td>40%</td> <td> <table border="1"> <thead> <tr> <th>Percentile rank</th> <th>% vesting</th> </tr> </thead> <tbody> <tr> <td>Less than the 50th percentile</td> <td>0%</td> </tr> <tr> <td>50th percentile</td> <td>50%</td> </tr> <tr> <td>Between the 50th and the 75th percentile</td> <td>Straight line vesting between 50%-100%</td> </tr> <tr> <td>75th percentile or above</td> <td>100%</td> </tr> </tbody> </table> </td> </tr> <tr> <td>ESG Outcomes</td> <td>10%</td> <td>On track to meet the ESG targets applicable at 2028 or beyond as published in our Annual Report, including 30% reduction in emissions from our manufacturing sites by 2030.</td> </tr> </tbody> </table> <p>ROFE award will be assessed on the final year of the 3 year performance period ie ROFE. The target will be disclosed retrospectively at the end of the performance period.</p> <p>rTSR will be measured over the three-years following Year 1 (i.e., Years 2 -4). rTSR performance is calculated by an independent external provider and is subject to board confirmation and discretion.</p> <p>The board has the absolute discretion (subject to legal and Listing Rule requirements) to amend the EIP including to adjust the performance conditions, the hurdles and the vesting schedules. In making any amendment, the board may take into account any matter that it considers relevant, including Nufarm's business circumstances and priorities, matters outside of management's influence, the impact of any material acquisitions or corporate activity and one-off non-recurring items.</p>	Measure	Weight	Target	ROFE	50%	50% of the award is payable at target. ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period. As the target is commercially sensitive it will be disclosed retrospectively.	rTSR	40%	<table border="1"> <thead> <tr> <th>Percentile rank</th> <th>% vesting</th> </tr> </thead> <tbody> <tr> <td>Less than the 50th percentile</td> <td>0%</td> </tr> <tr> <td>50th percentile</td> <td>50%</td> </tr> <tr> <td>Between the 50th and the 75th percentile</td> <td>Straight line vesting between 50%-100%</td> </tr> <tr> <td>75th percentile or above</td> <td>100%</td> </tr> </tbody> </table>	Percentile rank	% vesting	Less than the 50th percentile	0%	50th percentile	50%	Between the 50th and the 75th percentile	Straight line vesting between 50%-100%	75th percentile or above	100%	ESG Outcomes	10%	On track to meet the ESG targets applicable at 2028 or beyond as published in our Annual Report, including 30% reduction in emissions from our manufacturing sites by 2030.
Measure	Weight	Target																					
ROFE	50%	50% of the award is payable at target. ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period. As the target is commercially sensitive it will be disclosed retrospectively.																					
rTSR	40%	<table border="1"> <thead> <tr> <th>Percentile rank</th> <th>% vesting</th> </tr> </thead> <tbody> <tr> <td>Less than the 50th percentile</td> <td>0%</td> </tr> <tr> <td>50th percentile</td> <td>50%</td> </tr> <tr> <td>Between the 50th and the 75th percentile</td> <td>Straight line vesting between 50%-100%</td> </tr> <tr> <td>75th percentile or above</td> <td>100%</td> </tr> </tbody> </table>	Percentile rank	% vesting	Less than the 50th percentile	0%	50th percentile	50%	Between the 50th and the 75th percentile	Straight line vesting between 50%-100%	75th percentile or above	100%											
Percentile rank	% vesting																						
Less than the 50th percentile	0%																						
50th percentile	50%																						
Between the 50th and the 75th percentile	Straight line vesting between 50%-100%																						
75th percentile or above	100%																						
ESG Outcomes	10%	On track to meet the ESG targets applicable at 2028 or beyond as published in our Annual Report, including 30% reduction in emissions from our manufacturing sites by 2030.																					
Other required information – ASX Listing Rules	Refer to Appendix B to this item.																						

Directors' Recommendation

The board (excluding Rico Christensen) unanimously recommends that shareholders vote in favour of resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

Appendix A to Item 4 – Other material terms for the FY25 EIP Rights

Term	Explanation
Rights	Each Right is an entitlement to acquire a Share, or cash equivalent value, subject to satisfaction of the Vesting Conditions.
Price payable for Rights	No amount is payable in respect of the grant of Rights, nor in respect of any Shares allocated on vesting of Rights.
Allocation of Shares on vesting	As soon as practicable following vesting of a Right, the board may issue, or procure the transfer of Shares in respect of Rights that have vested. Nufarm also operates an employee share plan trust to acquire, hold or provide Shares for the purposes of the EIP. The board may also exercise its discretion to make a cash payment to the CEO in lieu of an allocation of Shares. Unless the board determines otherwise, no trading restriction will be placed on Shares acquired following vesting, subject to the Nufarm's Security Trading Policy.
Cessation of employment	Unless the board determines otherwise: <ol style="list-style-type: none"> If employment is terminated for cause (as defined below) or the CEO resigns (or gives notice of resignation) prior to the date on which the EIP award is delivered, the CEO will not be entitled to an EIP award. The CEO will be "terminated for cause", where employment with the Group is terminated because the CEO: <ul style="list-style-type: none"> acted fraudulently or dishonestly; engaged in serious or wilful misconduct; is seriously negligent in the performance of their duties; committed a serious breach of their employment contract; committed an act, whether at work or otherwise, which could reasonably be regarded to have brought the Group into disrepute; or is convicted of an offence punishable by imprisonment. If employment ceases for any other reason prior to the date on which the EIP award is delivered, it will be pro-rated (based on the portion of the performance period that has elapsed up until the date of termination). If employment ceases for any reason other than "terminated for cause" all unvested performance rights will remain intact and continue to vest under the plan rules.
Decision on vesting of Rights / clawback	The board has absolute discretion regarding the amount and timing of vesting of any Rights. The EIP is governed by overarching Executive Incentive Plan rules. The rules enable the clawback or adjustment of any incentive securities which vest (or may vest) including without limitation in circumstances of fraud, dishonesty, gross misconduct, negligence, material breach of duties owed including the Code of Conduct, breach of law, material financial misstatement, conduct of the participant, the performance of the Group and any other factor that the board reasonably determines is appropriate to take into account.
Change of Control	Where a Change of Control Event occurs, the board has discretion to determine the treatment of unvested Rights. If the board does not exercise discretion, then Rights will vest in full upon a change of control.
Dividends and other distributions	Rights do not carry any dividend or voting rights. Shares allocated on vesting of Rights carry the same dividend and voting rights as other shares issued by the Company.

Appendix B to Item 4 – Other required information – ASX Listing Rules

Approval is being sought from shareholders for all purposes, including for the purpose of ASX Listing Rule 10.14. ASX Listing Rule 10.14 provides that a listed company must not issue securities to a director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr Rico Christensen is a director of the Company, the proposed grant falls within Listing Rule 10.14.1 and, therefore, requires the approval of the Company's shareholders under Listing Rule 10.14.

The EIP was adopted on 1 October 2021. Mr Christensen is the only director of Nufarm (or associate of a director) entitled to participate in the FY25 EIP and receive Rights. Greg Hunt has voluntarily elected to forgo his award of Rights under the FY25 EIP. No loans have been or will be granted to Mr Christensen in connection with his participation in the EIP and Mr Christensen is prohibited from entering into hedging transactions or arrangements in respect of his Rights.

For the purposes of ASX Listing Rule 10.15.4, Mr Christensen's proposed remuneration package includes:

Base salary	USD 890,700
FY26 target opportunity under the EIP	140% of base salary, being USD 1,246,980 which if awarded is delivered 32% in cash and 68% in Rights.
Transitory grant under the EIP	AUD 700,000 in Rights (subject to shareholder approval under this resolution)

Further information on the current and incoming CEO's remuneration is set out in the 2025 Remuneration Report.

Details of any Rights issued under the EIP are published in the Remuneration Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in any issue of shares under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule unless an exception under ASX Listing Rule 10.16 applies.

If shareholder approval is not obtained for Item 4, the board will consider alternative arrangements to appropriately remunerate and incentivise the incoming CEO, including a cash-based incentive.

The board considers that it is in the best interests of shareholders to provide the CEO with equity-based incentives to ensure there is alignment between satisfactory returns to shareholders and reward to the CEO as an executive director. The Company uses Rights because they create alignment between the executive and ordinary shareholders but do not provide the executive with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. As the Rights form part of the incoming CEO's remuneration, they will be issued at no cost.

Item 5: Proposed amendment to the Constitution to vary the position relating to the ability of the Company to issue equity securities

It is proposed to amend the Constitution of the Company (**Constitution**) by inserting a new clause 2.1A as described below (**the Proposed Amendment**). This is a special resolution which requires at least 75% of the votes cast by shareholders entitled to vote on the resolution to vote in favour of the resolution.

A copy of the Constitution can be viewed at the Company's website here: <https://nufarm.com/investor-centre/>. Shareholders may also request that a copy of the Constitution be sent to them by contacting the Company. Please refer to the last page of this Notice of Meeting for contact details.

Proposed Amendment to the Constitution

The Proposed Amendment is as follows:

New Clause 2.1A

(a) Notwithstanding clause 2.1, the board may not issue shares in the company or securities convertible into such shares (including rights or options) under a Placement (**New Issue**) without the prior approval of members, where:

- (1) the number of shares to be issued under the New Issue; and
- (2) the number of shares that will be issued upon conversion of the securities to be issued under the New Issue,

together with all other similar New Issues in the preceding 12-month period under a previous Placement, in either case, where that previous Placement occurred in the 12-month period preceding the time at which the agreement to undertake the New Issue is first announced (or if no such agreement is announced, the time at which the New Issue is first announced) (**Announcement Time**), represents more than 25% of the number of shares in the company on issue at the Announcement Time.

(b) Clause 2.1A ceases to have effect on the date of the company's 2027 annual general meeting.

(c) In this clause 2.1A, '**Placement**' means an issue by the board of shares in the company or securities convertible into shares (including rights or options) to one or more persons, other than:

- (1) an issue that would fall within, or which is described in, exceptions set out in Rule 7.2 of the ASX Listing Rules other than Exceptions 6 and 7 in Rule 7.2 of the ASX Listing Rules; and
- (2) an issue that has been subsequently approved by members by way of an ordinary resolution.

Why is the Proposed Amendment being considered?

An amendment to the Constitution is proposed to give shareholders the opportunity to vote on proposals involving a material share issue by the Company other than in certain circumstances expressly contemplated by (and the subject of an express exception) under the ASX Listing Rules.

If adopted, the Proposed Amendment would effectively:

- require the Company to seek shareholder approval for certain equity issuances made in connection with an Australian takeover bid or an Australian scheme of arrangement, and
- restrict the Company from seeking a waiver of the ASX Listing Rules to bypass shareholder approval requirements for certain equity issuances (for example in respect of equity issuances in connection with the acquisition of a foreign-listed entity) and from relying on the express exception for takeovers and schemes of arrangement.

What is the Proposed Amendment and what effect does it have on Nufarm?

The Proposed Amendment relates to the ability of the Company to issue equity securities and if adopted, the amendment would vary the position that is currently permitted under the Constitution and the ASX Listing Rules.

Clause 2.1 of the Constitution currently provides broad discretion to the board to issue shares to any persons on terms and conditions as determined by the board, subject to complying with the Corporations Act and the ASX Listing Rules. This is a standard provision in the constitutions of ASX listed entities.

Broadly speaking, ASX Listing Rule 7.1 limits the amount of equity securities that a listed Company can issue without shareholder approval over any 12-month period to 15% of the ordinary shares it had on issue at the start of that period (**15% Placement Capacity Limit**). By limiting the amount of equity that can be issued without shareholder approval, significant dilution of existing shareholders' interests is minimised.

ASX Listing Rule 7.2 sets out a number of exceptions to the 15% Placement Capacity Limit which may be undertaken without shareholder approval. These exceptions include (among other things) equity issuances made in connection with an Australian takeover bid or Australian merger by scheme of arrangement (Exception 6 and 7 in ASX Listing Rule 7.2).

In certain circumstances, even where a proposed share issuance is not covered by an express exception in ASX Listing Rule 7.2, a listed company may still apply to the ASX to seek a waiver of the application of ASX Listing Rule 7.1 in respect of that issuance so that the Company could treat the proposed share issuance as though it fell within a new exception to ASX Listing Rule 7.1. In other words, the listed company would be permitted to undertake the proposed share issuance without shareholder approval, even if the issuance would – but for the waiver – have exceeded the 15% Placement Capacity Limit. Applications for such waivers are considered by the ASX on a case-by-case basis.

The effect of the Proposed Amendment is that if the Company undertook a new issue of securities for more than 25% of its issued capital in a 12-month period, aggregated with other "Placements" (as that term is defined in the Constitution) in the 12-month period preceding the announcement of the New Issue, the Company would be required to seek shareholder approval of that issue of equity securities. The Company would not, in these circumstances, be permitted:

- to rely on Exception 6 or 7 in ASX Listing Rule 7.2 to issue, without shareholder approval, securities in connection with an Australian takeover bid or an Australian scheme of arrangement; or
- otherwise to circumvent the requirement for shareholder approval by seeking a waiver of the application of ASX Listing Rule 7.1.

The Proposed Amendment does not restrict the Company from:

- raising equity capital through a pro-rata issue offered to all existing holders of ordinary securities in proportion to their existing holdings (such as in the case of a rights issue or entitlement offer);
- issuances to employees under certain employee incentive schemes;
- relying on the various other exceptions to the 15% Placement Capacity Limit under the ASX Listing Rules; and
- relying on Exception 6 or 7 in ASX Listing Rule 7.2, or from seeking an ASX waiver, for a Placement that is up to 25% of its issued capital in a 12-month period (aggregated with other Placements) without seeking shareholder approval.

In this regard, the Proposed Amendment is intended to reinforce shareholder protection by preventing the Company from relying on Exception 6 or 7 in ASX Listing Rule 7.2 or seeking a discretionary waiver of ASX Listing Rule 7.1 in relation to share issuances in excess of 25% of the Company's issued capital in a 12-month period (aggregated with other Placements).

The definition of "Placement" in the Proposed Amendment also excludes equity issuances that are subsequently approved by shareholders. The effect of this is that, when determining whether a New Issue would, when aggregated with other "Placements" in the 12-month period preceding the announcement of the New Issue, exceed the 25% constitutional threshold, previously approved issuances are disregarded for aggregation purposes. This recognises that the protective intent of the Proposed Amendment – namely, to ensure that there is shareholder oversight of certain equity issuances – has already been satisfied in respect of those previous issuances.

The Proposed Amendment could potentially put the Company at a competitive disadvantage, relative to other entities which may be involved in an actual or potential Australian takeover bid or Australian scheme of arrangement (or a comparable foreign transaction) if such other entities do not require shareholder approval to proceed with such a transaction (eg, in the case of another ASX listed company, because they can rely on Exception 6 or 7 in ASX Listing Rule 7.2).

The Proposed Amendment aims to restrict significant share issues in connection with an Australian takeover bid or an Australian scheme of arrangement, and those otherwise not contemplated by ASX Listing Rule 7.2 exceptions without shareholder approval. If such a share issue was proposed, shareholders would be asked to approve it. As at the date of these Explanatory Notes, the board is not considering any proposal to engage in any form of transaction that would trigger the proposed new clause 2.1A.

Expiry of the Proposed Amendment

If approved by shareholders at this meeting, the Proposed Amendment would expire at the Company's 2027 Annual General Meeting.

The ASX has announced a review of shareholder approval requirements for significant transactions under the ASX Listing Rules and associated policy settings. The outcome of the review is expected before the 2027 Annual General Meeting. The Proposed Amendment may no longer be required or may not align with the ASX Listing Rules at the relevant time.

Directors' Recommendation

The board unanimously recommends shareholders vote in favour of resolution 5.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

Explanatory Notes of Meeting continued

Appendix - Definitions

Term	Definition
AGM or Meeting	means Nufarm's Annual General Meeting
Annual Report	means Nufarm's Annual Report detailing ESG outcomes from the 12-month period ending 30 September
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it, as the case requires.
ASX Listing Rule	means the listing rules of ASX, as amended from time to time
board	the board of directors of the Company, any committee of the board or a duly authorised person or body to which the board has delegated its powers under these Rules
CEO	means the Managing Director and Chief Executive Officer
Company	Nufarm Limited ACN 091 323 312
Chair	means the individual acting as Chair of the AGM
Change of Control Event	where there is a: <ol style="list-style-type: none"> 1 Takeover Bid for Shares; or 2 other transaction, event or state of affairs, that, in the board's opinion, is likely to result in, or should otherwise be treated as, a change in the Control of the Company
Corporations Act	Corporations Act 2001 (Cth)
EIP	means the Nufarm Limited Executive Incentive Plan
EIP Rules	means rules of the Equity Incentive Plan
ESG	means environmental, social and governance
FY	means financial year
Group	means the Company and each Related Body Corporate of the Company
Nufarm	means Nufarm Limited ACN 091 323 312
Participant	means a person who has been allocated a Right under the EIP Rules from time to time
rTSR	means relative total shareholder return
Related Body Corporate	has the meaning given in section 50 of the Corporations Act 2001 (Cth)
Remuneration Report	means Nufarm's Remuneration Report
Right	an entitlement to a Share or, in certain circumstances, to a cash payment, subject to satisfaction of applicable conditions (including any Vesting Condition) and compliance with any applicable exercise procedure
ROFE	means average group underlying return on funds employed
Share	means a fully paid ordinary share in the capital of the Company. A reference to a Share includes a reference to a Restricted Share
shareholder	means a holder of at least one Share
Takeover Bid	has the meaning given in section 9 of the Corporations Act
uEBIT	means underlying earnings before interest and taxes
Vesting Condition	performance, service or other conditions that must be satisfied or circumstances which must exist before a Right vests under these Rules
Year	means performance year from 1 October to 30 September

