Continuous Disclosure Policy

Nufarm Limited (Company or Nufarm)
ACN 091 323 312

Adopted by the Board on 21 September 2026

Continuous Disclosure Policy

1. General disclosure policy and obligations

The Company has significant obligations under the *Corporations Act 2001*(Cth) (**Corporations Act**) and the Listing Rules of ASX Limited (**ASX**) to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

The Company is committed to complying with these requirements and discharges its obligations by releasing information to the ASX in the form of an ASX release or, where appropriate:

- through disclosure of other relevant documents (e.g. the annual report, results announcements etc); or
- by requesting a trading halt.

2. Scope and purpose

This Continuous Disclosure Policy (**Policy**) applies to all of Nufarm's directors, officers, employees, contractors and consultants. Each of these persons is referred to collectively in this Policy as a Nufarm Employee.

Nufarm has also developed separate internal Continuous Disclosure Procedures (**Procedures**) for market disclosure and investor relations to provide more detailed guidance to Nufarm Employees who are responsible for the effective implementation of this Policy.

3. Overview of continuous disclosure obligations

3.1 **ASX Listing Rule 3.1**

The ASX has described Listing Rule 3.1, known as the continuous disclosure rule, as its most important and 'cornerstone' Listing Rule. It requires that:

Nufarm must immediately notify the ASX of any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The information must be given to the ASX (and an acknowledgement that the ASX has released the information to the market must be received) before the information can be given to any other person or released on Nufarm's website.

'Immediate' disclosure under Listing Rule 3.1 requires disclosure to be made 'promptly and without delay'. Although the length of time required to make an announcement will depend on the circumstances, the information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred, postponed or put off to a later time.

Further information with respect to the continuous disclosure rule is set out in the Continuous Disclosure Procedure.

3.2 **Materiality**

A reasonable person is taken to expect information to have a **material effect** on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Materiality must be assessed having regard to all current circumstances and the relevant background information, including past announcements that have been made by Nufarm and other generally available information.

3.3 **Exceptions to the continuous disclosure rule**

Disclosure to the market is not required where **each** of the following conditions is and remains satisfied:

(a) **one or more** of the following apply:

- it would be a breach of a law to disclose the information;
- the information concerns an incomplete proposal or negotiation;
- the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- the information is generated for the internal management purposes of Nufarm; or
- the information is a trade secret; **and**

(b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; **and**

(c) a reasonable person would not expect the information to be disclosed.

As soon as any one of these 3 conditions is no longer satisfied (e.g. the information is reported in the media and is therefore no longer confidential), the Company must immediately comply with its continuous disclosure obligation.

3.4 **Confidentiality**

When Nufarm is relying on an exception to Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality processes must be adhered to. A leak of confidential information will immediately deny Nufarm the ability to withhold the information from the ASX and force Nufarm to make a 'premature' announcement, regardless of where the leak comes from.

Information about a matter involving Nufarm may cease to be confidential if there is:

- a reasonably specific and reasonably accurate media or analyst report about the matter;
- a reasonably specific and reasonably accurate rumour known to be circulating in the market about the matter; or
- a sudden and significant movement in the market price or traded volumes of Nufarm's securities that cannot be explained by other events or circumstances.

3.5 **False market**

If the ASX considers that there is or is likely to be a false market in Nufarm's securities and asks Nufarm to give it information to correct or prevent a false market, Nufarm must immediately give the ASX that information.

The obligation to give this information arises even if an exception described in paragraph 3.3 would otherwise apply.

The ASX would consider that there is or is likely to be a false market in the Company's securities in the following circumstance:

- the Company has information that has not been released to the market, for example because an exception in paragraph 3.3 applies;
- there is a reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement by the Company to the market; and
- there is evidence that the rumour or comment is having, or the ASX forms a view that the rumour or comment is likely to have, an impact on the price of the Company's securities.

4. Contraventions and penalties

4.1 Contraventions

Nufarm contravenes its continuous disclosure obligation if it fails to notify the ASX of information required by Listing Rule 3.1.

Either the ASX or ASIC, as co-regulators, may take action on a suspected contravention.

(a) ASX Listing Rules

If Nufarm contravenes its continuous disclosure obligation under the Listing Rules, the ASX may suspend trading in Nufarm's shares or, in extreme cases, delist Nufarm from the ASX.

(b) Corporations Act

If Nufarm contravenes its continuous disclosure obligation, it may also be liable under the Corporations Act and may face:

- criminal liability which attracts substantial monetary fines; and
- civil liability for any loss or damage suffered by any person as a result of the failure to disclose relevant information to the ASX in circumstances where Nufarm:
  - Fails to update the market with information which it knew was price sensitive; or
  - Was reckless or negligent with respect to whether that information was price sensitive.

ASIC has the power to issue infringement notices to Nufarm and does not need to show intentional, negligent or reckless conduct.

ASIC can also initiate investigations of suspected breaches under the *Australian Securities and Investments Commission Act 2001*(Cth).

(c) Class action risk

If Nufarm fails to disclose materially price sensitive information in accordance with Listing Rule 3.1, people who buy or sell Nufarm's securities during the period of non-disclosure (and possibly other affected stakeholders) may be entitled to bring a class action against Nufarm. Even when they are not successful, class actions can be costly to defend and

may have a serious negative effect on Nufarm's reputation and share price. A successful class action may have the potential to threaten the solvency of Nufarm.

Contravention of Nufarm's continuous disclosure obligation may also lead to unwanted publicity for Nufarm and may cause damage to its reputation in the market place which may adversely impact the market value of its securities.

4.2 Persons involved in a contravention

Nufarm's officers (including its directors), employees or advisers who are involved in any contravention of Nufarm's continuous disclosure obligation may also face criminal penalties and civil liability. Substantial penalties or imprisonment, or both, may apply.

A person will not be considered to be involved in the contravention if the person proves that they:

(a) took all steps (if any) that were reasonable in the circumstances to ensure that Nufarm complied with its continuous disclosure obligation; and

(b) after doing so, believed on reasonable grounds that Nufarm was complying with those obligations.

It is also possible that ASIC may bring an action against Nufarm's officers (including its directors) for breach of their duty of care and diligence, if Nufarm is found to have breached its continuous disclosure obligation.

The procedures specified in this Policy are the minimum expected of relevant officers and employees in relation to compliance with Nufarm's continuous disclosure obligation. Depending on the circumstances, officers and employees may have obligations over and above those contained in this Policy.

To avoid potential civil or criminal liability, in all situations officers and employees must do everything they reasonably can to ensure that Nufarm complies with its continuous disclosure obligation. In particular, staff must not try to hide or delay 'material news', especially when the information is likely to impact Nufarm's share price.

5. Additional assistance

Relevant officers and employees will receive training that includes:

- familiarisation with Nufarm's continuous disclosure obligation and the penalties that may result from their breach;
- the business costs associated with a 'suspected' continuous disclosure breach, including the risk of ASIC investigations, class actions, and reputational damage to Nufarm; and
- an overview of this Policy and the officer's or employee's role under this Policy.

6. Reporting disclosable events

(a) Nufarm's Market Disclosure Committee (**Disclosure Committee**) has responsibility for compliance with Nufarm's continuous disclosure obligations. See paragraph 7 for further information regarding the role of the Disclosure Committee.

(b) If a Nufarm Employee becomes aware of any information that should be considered for release to the market, it must be reported immediately to a member of the Disclosure Committee. Reports may be made to the relevant

Nufarm Leadership Team (**NLT**) member (including Group Executives or Regional General Managers), who will immediately advise a member of the Disclosure Committee.

(c) NLT members must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information (i.e. any information that could be materially price sensitive) is reported to them immediately for on-forwarding in accordance with this policy. Employees must provide their relevant NLT member promptly and without delay with as much detail about any matter or information that could be materially price sensitive, as is reasonable in the circumstances, and a brief description of why the information does or may have a material effect on the price or value of the Company securities.

(d) The Disclosure Committee will determine whether information is material and requires disclosure. Accordingly, Nufarm's policy is for **all potentially material** information to be reported to the Disclosure Committee even where the reporting person is of the view that it is not in fact 'material'. The person's view on materiality can (and should) be shared with the Disclosure Committee but will not be determinative.

(e) A similar reporting obligation also arises for non-executive directors where a non-executive director (in their capacity as a director of the Company) becomes aware of information that should be considered for release to the market.

(f) All announcements under Listing Rules 3.1 or 3.1B must be approved by the Disclosure Committee before announcements are made or disclosure released through the Group General Counsel and Company Secretary. The exception to this rule is an ASX announcement relating to matters listed in paragraph 8 which requires Board approval.

(g) Disclosure Committee **Rapid Response Process:** If the Disclosure Committee is unavailable to determine whether to make or approve an ASX announcement, the following individuals may authorise the disclosure:

- the Managing Director & Chief Executive Officer (**CEO**);
- if the CEO is unavailable, the Group General Counsel and Company Secretary (or their delegate).

(h) The Chair will be kept informed of any ASX announcements that are proposed to be made and the Board will be provided with copies of all information disclosed to the ASX.

(i) It is a standing agenda item at all Nufarm Board meetings to consider whether any matters reported to or discussed at a Board meeting should be disclosed to the market pursuant to Nufarm's continuous disclosure obligation.

7. Market disclosure committee

7.1 Role of the Disclosure Committee

Nufarm's Disclosure Committee is responsible for ensuring there is an adequate system in place for the disclosure of all material information to the ASX.

The Disclosure Committee is constituted by the Chair of the Board, the CEO, CFO, Group General Counsel and Company Secretary, and the General Manager, Investor Relations and Corporate Development (or their delegates).

Responsibilities of the Disclosure Committee include:

- ensuring Nufarm complies with its continuous disclosure requirements;
- reviewing information which is brought to its attention to determine if there is a disclosable matter and, if so, whether any Listing Rule non-disclosure exception applies;
- overseeing and coordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media and the public;
- establishing and maintaining Nufarm's disclosure policies and procedures and ensuring that there is an adequate system in place for the disclosure of all material information to the ASX and other authorities in a timely fashion;
- considering any enquiries received from the ASX, including any "false market" response letters;
- reviewing, and advising the Board on, any infringement notice, or written statement of reasons issued to Nufarm by ASIC;
- educating management and staff on Nufarm's disclosure policies and procedures; and
- reporting to the Board details of material considerations of the Disclosure Committee including details of announcements made to the ASX, matters considered by the Disclosure Committee as not required to be disclosed to the ASX, and instances where the CEO, the CFO, the Group General Counsel and Company Secretary or the General Manager, Investor Relations and Corporate Development has – independently of the Disclosure Committee – determined that a matter is not required to be disclosed to the ASX.

7.2 **Meetings**

The Disclosure Committee shall meet on an "as needs" basis to allow it to meet its responsibilities as set out in paragraph 7.1 above. Meetings of the Committee are intended to be flexible and may occur on short notice, in person or through an electronic means (e.g. telephone or email).

In the ordinary course, the Group General Counsel and Company Secretary has responsibility for convening a meeting of the Disclosure Committee, although any member may also convene a meeting to consider whether Nufarm has an obligation to disclose information to the market.

A quorum for a meeting of the Disclosure Committee shall be any two members of which one should be either the CEO or the CFO.

The Disclosure Committee will keep appropriate records of its meetings, including notes of reasons as to whether information escalated for its consideration does or does not need to be disclosed to the market.

8. Role of the Board

The usual procedure for making disclosures under Listing Rule 3.1 is through the Disclosure Committee as outlined in paragraph 7.

Board approval and input will be required in respect of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance to Nufarm. Such matters will include:

- significant profit or earnings upgrades or downgrades;
- matters which could have significant financial or reputational risks;
- dividend policy, guidance or declarations;
- company-transforming transactions or events;
- significant corporate transactions, including any equity related transactions; and
- any other matters that are determined by the CEO, CFO, Group General Counsel and Company Secretary, Disclosure Committee or the Chair of the Board to be of fundamental significance to Nufarm.

Where an announcement is to be considered and approved by the Board, the Disclosure Committee must ensure that the Board is provided with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

No other announcement is required to be referred to the Board for approval, however they should be circulated to directors 'for their information' after the announcement has been made).

Board Rapid Response Process: In the event that an announcement that would ordinarily require Board approval must immediately be disclosed to the market in order for Nufarm to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to release. However, if such approval cannot be obtained, the announcement may be approved by:

- the Chair of the Board;
- if the Chair of the Board is unavailable, the Chair of the relevant Board Committee;

If both of the above are not available, then

- the CEO;
- if the CEO is unavailable, the Group General Counsel and Company Secretary.

The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken by Nufarm.

9. Trading halts and suspensions

Nufarm may request a trading halt to maintain fair, orderly and informed trading in its securities and to manage its disclosure issues.

If the market is or will be trading at any time after Nufarm becomes aware of an obligation to disclose information but Nufarm is not in a position to make immediate disclosure to the market, the Disclosure Committee must consider whether to request a trading halt or, in exceptional circumstances, a voluntary suspension.

The Disclosure Committee is authorised to request a trading halt and will alert and keep the Chair of the Board informed of any request for a trading halt or suspension.

Trading Halt Rapid Response Process: If the Disclosure Committee is unavailable to approve a request for a trading halt, a trading halt may be requested by the CEO or, if the CEO is unavailable, the Group General Counsel and Company Secretary.

Board approval will be required to authorise a request for a voluntary suspension.

10. Financial markets communication

10.1 **Nufarm's contact with the market**

Throughout the year Nufarm has scheduled times for disclosing information to the financial market on its performance. Nufarm provides information at these times that supports such announcements. The financial results announcements, and the supporting information, must be lodged with the ASX.

Nufarm is committed to ensuring that all market announcements are accurate, balanced and expressed in a clear manner.

If 'outlook statements' or forecasts are included in Nufarm's annual report or results announcements for a previous period, any material change in earnings expectations (either upwards or downwards) must be announced to the ASX before being communicated to anyone outside Nufarm.

In addition, Nufarm interacts with the market in a number of ways which can include one-on-one briefings, speeches etc. At all times when interacting with the financial community, Nufarm must adhere to its continuous disclosure obligation and must not selectively disclose material price sensitive information to an external party unless that information has first been released to the ASX.

10.2 **Authorised spokespersons**

The only Company representatives authorised to speak on behalf of Nufarm to major investors and stockbroking analysts are:

- Chair of the Board;
- CEO
- CFO
- General Manager, Investor Relations and Corporate Development;
- Chair of the People, Safety and Remuneration Committee (for matters relating to remuneration); or
- their delegates nominated for a specific purpose.

Any questions or enquiries from the financial community should be referred in the first instance to the General Manager, Investor Relations and Corporate Development.

Authorised spokespersons must not provide any material price sensitive information that has not already been announced to the market nor make comment on anything that may have a material effect on the price or value of Nufarm's securities.

Significant press releases must be approved by the CEO, failing which they must be approved by a member of the Disclosure Committee.

10.3 **Public comments and social media**

Except as provided in this Policy, no Nufarm Employee may make external comments (whether orally or by publication) regarding Nufarm's business or operations without authorisation from an authorised spokesperson or in line with Nufarm's applicable communications policies and procedures.

11. Communication with shareholders

Nufarm aims to communicate all important information relating to Nufarm to its shareholders. Additionally, Nufarm recognises that potential investors and other interested stakeholders may wish to obtain information about Nufarm from time to time.

To achieve this, Nufarm communicates information regularly to shareholders and other stakeholders through a range of forums and publications. Nufarm also has in place an investor relations program to facilitate communication with investors.

Measures for communicating important aspects of Nufarm's affairs include:

- corporate website - https://nufarm.com;
- annual general meeting;
- annual report
- ASX announcements;
- alerts;
- presentations; and
- share registry – Computershare.

12. Other disclosure obligations

Nufarm has numerous other disclosure obligations under Chapter 3 and Chapter 4 of the Listing Rules, including disclosure obligations in relation to:

- periodic disclosure;
- making a takeover bid;
- conducting a buy-back;
- agreements between Nufarm (or a related party or subsidiary) and its directors (or a related party of the director);
- recommendations or decisions in relation to the declaration or payment of dividends;
- changes to Nufarm's share capital;
- changes to the beneficial ownership of Nufarm's share capital;
- options over shares;
- general meetings of Nufarm;
- Nufarm's registered office and share register;
- changes in officeholders;
- documents sent to shareholders;

- loan assets;
- ownership limits;
- directors' interests; and
- record dates and timetables.

The Group General Counsel and Company Secretary (or their delegate) is responsible for ensuring that necessary disclosures are made as and when required.

13. Policy breaches

Nufarm regards its continuous disclosure obligation very seriously. Breach of this Policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

14. Review of policy

This Policy is approved by the Board and can only be amended with Board approval. The Board will review this Policy periodically to ensure that it continues to operate effectively.