

15 December 2023

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## ELECTRONIC LODGEMENT

Dear Sir/Madam

### ANNUAL GENERAL MEETING – NOTICE OF MEETING, PROXY FORM AND ACCESS LETTER

Nufarm Limited will hold its Annual General Meeting at our head office at 103-105 Pipe Road, Laverton North Victoria 3026 and online on **Thursday, 1 February 2024 at 11.00am (AEDT)**.

Attached for release is a copy of the Notice of Meeting and the associated documents:

- Proxy Form; and
- Access Letter.

The Notice of Meeting contains instructions for shareholders as to how to participate in the Annual General Meeting in person or online, including how to vote and ask questions.

This announcement has been released simultaneously to New Zealand's Exchange.

Authorised for lodgement by

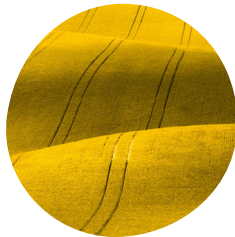


**Kate Hall**  
Group Executive, General Counsel and Company Secretary  
Nufarm Limited

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# Nufarm Limited Notice of Annual General Meeting 1 February 2024



## 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 Thursday 1 February 2024. This Meeting relates to Nufarm's financial year ending 30 September 2023.

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](http://www.computershare.com.au/virtualmeetingguide).

### Board renewal

The board committed to a process of board renewal in 2020, and we recently completed the final phase. In November 2023 long standing directors Gordon Davis and Peter Margin resigned, having each held office for over 12 years. I thank Gordon and Peter for their many years of valuable contribution and commitment to Nufarm.

Gordon and Peter's resignations followed a transition period with Federico Tripodi and Adrian Percy, who were appointed as non-executive directors by the board in June and July 2023 respectively, bringing a wealth of international agricultural R&D and commercial experience. With their appointment, I am confident our board collectively has the right mix of diversity, skills and experience to guide and drive Nufarm's growth as a global agricultural innovator.

### Response to first strike against the remuneration report

At our last AGM we received a 'first strike' against the remuneration report. Additionally, just over half of shareholders voted against the grant of performance rights under the Executive Incentive Plan (EIP) to our Managing Director and Chief Executive Officer (CEO) for FY22. If Nufarm receives a 'second strike' against the FY23 remuneration report at this AGM, a separate resolution must be put to shareholders at the AGM asking if they wish to hold an extraordinary general meeting, a 'spill meeting'. The details of this process and what this means are explained in this NOM.

Throughout the year we undertook extensive consultation on our remuneration framework with a wide range of shareholders and their representatives. We have reviewed and re-set the remuneration arrangements for Nufarm's Key Management Personnel (KMP), focussing on maintaining a strong alignment between the rewards we provide to attract, retain and motivate our key people, and the delivery of sustainable financial returns to our shareholders.

At this AGM, we seek approval for the grant of performance rights to the CEO under our proposed new EIP for FY23. We are also seeking approval for the FY22 grant of performance rights to the CEO under the new EIP conditions. Further details about the proposed grants are included in the explanatory notes accompanying this NOM.

I encourage you to review our FY23 remuneration report, which details our response to the first strike and the changes made to our EIP.

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**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 4 and against resolution 5 if it is required. Information on voting, including how to vote directly and appoint a proxy, are available in the Notes relating to Voting section on page 5 of the NOM. If you cannot join the Meeting in person or online, you may appoint a proxy to attend and vote on your behalf. To do this you must appoint a proxy and lodge a proxy vote so that it is received no later than 11.00am (AEDT) on Tuesday 30 January 2024.

**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 2023.

Please submit written questions:

- by using an online shareholder question form at Nufarm's website at [www.nufarm.com/investor-centre/annual-general-meeting/](http://www.nufarm.com/investor-centre/annual-general-meeting/); or
- online at [www.investorvote.com.au](http://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 24 January 2023. 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;
- in writing via the online platform at <https://meetnow.global/MAYYHYZ>; or
- verbally via the online platform following the instructions.

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](http://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/](http://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 virtual attendance and the opportunity to engage with you at the Meeting.



**John Gillam**

Chair

15 December 2023



## Business of the AGM

**NOTICE IS GIVEN** that the **108th Annual General Meeting (Meeting or AGM)** of Shareholders of Nufarm Limited (Nufarm or the Company) will be held at the Nufarm headquarters, 103-105 Pipe Rd, Laverton North, Victoria 3026 and online on **Thursday, 1 February 2024 at 11.00 am 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 2023.

#### 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 2023 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 2023 and 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 and their closely related parties.

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

- 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 Resolution 2 is connected with the remuneration of the KMP.

#### 3 Election and re-election of Directors

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

- that Federico Tripodi, being eligible, be elected as a Director of the Company*
- that Adrian Percy, being eligible, be elected as a Director of the Company;*
- that Lynne Saint, being eligible, be re-elected as a Director of the Company;*

#### 4 Grant of rights to the Managing Director (MD) and Chief Executive Officer (CEO) under the EIP

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

##### a. FY22 Grant of Rights to the MD and CEO

*"That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of up to 284,791 Rights to the Company's MD and CEO, Greg Hunt, in accordance with the terms of the FY22 grant under the Company's Executive Incentive Plan as set out in the Explanatory Notes which accompany the Notice of AGM."*

##### b. FY23 Grant of Rights to the MD and CEO

*"That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of up to 183,106 Rights to the Company's MD and CEO, Greg Hunt, in accordance with the terms of the FY23 grant under the Company's Executive Incentive Plan as set out in the Explanatory Notes which accompany the Notice of AGM."*

#### *Voting exclusion statement for Items 4a and 4b*

The Company will disregard any votes on Items 4a and 4b:

- cast in favour of the resolution by or on behalf of the MD and CEO, Greg Hunt, and 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:
  - 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; and
  - the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5 Conditional spill resolution

**If required**, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*Subject to and conditional on at least 25% of the votes cast on item 2 being cast against the adoption of the company's remuneration report for the financial year ended 30 September 2023:*

- a) an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days of this resolution;*
- b) all of the non-executive directors in office when the resolution to approve the directors' report for the financial year ended 30 September 2023 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting.*

### ***Voting exclusion statement for Item 5***

The Company will disregard any votes cast on Item 5:

- 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 2023 and 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 and their closely related parties.

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

- 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 Resolution 5 is connected with the remuneration of the KMP.

By Order of the Board



**Kate Hall**

Company Secretary  
15 December 2023

# 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 Tuesday 30 January 2024** 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 proxy at [www.investorvote.com.au](http://www.investorvote.com.au) by 11:00am (AEDT) on Tuesday 30 January 2024.

## 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](http://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](http://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 Tuesday 30 January 2024). Any Proxy Form received after this deadline, including at the AGM, will be invalid.

<b>Post</b>	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
<b>Fax</b>	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
<b>Online</b>	by visiting <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> 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 <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a>

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 except resolution 5 (if required).

## 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 Tuesday 30 January 2024 or 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/MAYYHYZ>.

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/MAYYHYZ>**

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](http://www.computershare.com.au/virtualmeetingguide).

Online registration will open at 10.00am (AEDT) on Wednesday 1 February 2023 (one hour before the AGM commences). Nufarm recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

### 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 24 January 2024. 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](http://www.nufarm.com/investor-centre/annual-general-meeting); or
- online at [www.investorvote.com.au](http://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 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](http://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 from 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 2023.

Any questions must be received by no later than 5:00pm (AEDT) on Wednesday 24 January 2024. Please submit your written questions online by:

- Emailing Investor Relations at [grant.saligari@nufarm.com](mailto:grant.saligari@nufarm.com); or
- online at [www.investorvote.com.au](http://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 Tuesday 30 January 2024, 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, prepared on a consolidated single entity basis for the year ended 30 September 2023, 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 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 60 to 83 of the Company's 2023 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 2023.

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, as demonstrated by the Board's engagement with shareholders and changes to remuneration arrangements for KMP following the first strike at the last AGM.

### Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

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: Election and re-election of Directors

The process of selecting, nominating and appointing Directors involves a formal selection process that is overseen by the Nomination Committee that includes the preparation of a role description that includes the required skills, experience and attributes and an executive search firm is often engaged to assist with the process. Prior to appointment all Directors are subject to extensive background and screening checks.

Further information on the Board's approach to Director appointment, election and re-election process can be found in our 2023 Corporate Governance Statement at <https://nufarm.com/investor-centre/corporate-governance/>.



### Item 3a: Election of Federico Tripodi

Federico Tripodi, having been appointed on 19 June 2023, retires in accordance with rule 8.1(c) of the Company's constitution and being eligible, is standing for election.

Information about Federico Tripodi is set out below:

#### **Federico Tripodi BAgonomic Engineering, MBA**

Federico joined the Board on 19 June 2023 as an independent, non-executive Director. Federico was appointed as a member of the innovation committee and the people, safety and remuneration committee on 1 July 2023 and of the nomination committee on 19 June 2023.

Federico has close to three decades of involvement in the agri-food sector with his experience spanning general management, research and development, corporate strategy and the commercialization of novel plant biotechnologies targeted for consumers and farmers. Federico is the founder and chief executive officer of Blacktop Holdings, a boutique venture lab that offers strategic and operating partnership services to rapidly growing Ag Tech, Food and Agribusiness companies, their investors and research institutions.

From 2016 to 2018, Federico served as the Chief Executive Officer of Calyxt Inc. (NASDAQ:CLXT), a company that develops healthier food ingredients by applying a new breeding technology. Prior to Calyxt, Federico worked at Monsanto Company for nearly two decades where his primary focus was developing health, sustainability and renewable energy crop products in the United States and Latin America. Federico is based in the United States.

Since joining in Nufarm in June 2023, Federico has demonstrated that his extensive executive experience, particularly with respect to commercialising new technologies, enhances the Board's ability to oversee Nufarm's performance.

The Board considers that Federico Tripodi is an independent Director.

#### *Recommendation*

The directors (excluding Federico Tripodi) unanimously recommend that shareholders vote in favour of resolution 3a.



### Item 3b: Election of Adrian Percy

Adrian Percy, having been appointed on 1 July 2023, retires in accordance with rule 8.1(c) of the Company's constitution and being eligible, is standing for election.

Information about Adrian Percy is set out below:

#### **Prof. Adrian Percy BSc, MSc, PhD**

Adrian joined the Board on 1 July 2023 as an independent, non-executive Director and was appointed as a member of the innovation committee, the sustainability and environment committee and the nomination committee on 1 July 2023.

Adrian is currently the inaugural Executive Director of the NC Plant Sciences Initiative at North Carolina State University. He has more than 30 years of experience in the agricultural sector, with previous roles as Chief Technology Officer of UPL Ltd and Head of Research and Development for the Crop Science Division of Bayer. In the latter role, he was a member of their Executive Committee with responsibility for internal and open innovation activities in the areas of crop protection chemistry and biologicals, as well as seeds and traits.

During his 25-year tenure at Bayer, he also held numerous positions in agricultural research and development. Adrian is a Venture Partner at Finistere Ventures LLC, a technology and life sciences venture capital investor. Adrian is based in the United States.

The Board notes that since joining in July 2023 Adrian has made a valuable contribution to the Board, with his extensive executive and board experience, particularly with respect to innovation, enhances the Board's ability to oversee Nufarm's performance.

The Board considers that Adrian Percy is an independent Director.

#### *Recommendation*

The directors (excluding Adrian Percy) unanimously recommend that shareholders vote in favour of resolution 3b.



### Item 3c: Re-election of Lynne Saint

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

Information about Lynne Saint is set out below:

#### Lynne Saint BCom, GradDip Ed Studies, FCPA, FAICD

Lynne Saint joined the Board and was elected by shareholders on 18 December 2020 (Meeting 2). Lynne is chair of the audit and risk committee, a member of the sustainability and environment committee and of the nomination committee.

Lynne has broad financial and commercial experience from a global career including more than 19 years with Bechtel Group where she served as chief audit executive and chief financial officer of the Mining and Metals Global Business Unit. Her expertise encompasses strong financial skills, corporate governance, enterprise risk, supply chain risk and project management. Lynne is based in Australia.

The Board considers that Lynne continues to make a valuable contribution to the Board, noting her extensive global executive and board experience, particularly with respect to financial, risk management and governance matters, enhances the Board's ability to oversee Nufarm's performance and governance.

The Board considers that Lynne Saint is an independent Director.

#### Recommendation

The directors (excluding Lynne Saint) unanimously recommend that shareholders vote in favour of resolution 3c.

### Items 4a and 4b: FY22 and FY23 Grant of Rights to the MD and CEO under the EIP

#### Background to Executive Incentive Plan (EIP)

Nufarm's 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 Equity Incentive Plan Rules.

Items 4a and 4b set out in the Notice of AGM seeks approval for the proposed issue of Rights to the MD and CEO (as well as the allocation of Shares upon vesting of those Rights) in respect of the following grants

- FY22 EIP Rights (Item 4a) – being the Rights granted in respect of the performance achieved in the performance period from 1 October 2021 to 30 September 2022 – these Rights will be tested at the end of FY25
- FY23 EIP Rights (Item 4b) – being the Rights granted in respect of the performance achieved in the performance period from 1 October 2022 to 30 September 2023 – these Rights will be tested at the end of FY26

#### Revised EIP as a response to the strike

At last year's AGM, Nufarm received a 'first strike' against the 2022 Remuneration Report. Notably, 51.16% of shareholders voted against the grant of equity under the EIP to the MD and CEO.

Accordingly, the PSR Committee spent significant time during the year reviewing and re-setting the remuneration arrangements for Nufarm's KMP. Information regarding the response to the 'first strike' and evolution of our EIP design can be found in the 2023 Remuneration Report (at page 63 of the Annual Report).

As the MD and CEO's FY22 EIP grant was not approved by shareholders at the last year's AGM, shareholders are asked to consider and approve the revised FY22 EIP Rights at this year's AGM. The grant of FY22 EIP Rights is proposed to be made on the same terms as the FY23 EIP Rights, which has been revised as part of the remuneration review (and which includes a small increase to the Rights granted under the EIP opportunity as part of the changes to the EIP design). The only material difference is that the FY22 EIP Rights will be assessed over the 3 year period from 1 October 2022 to 30 September 2025.

Details of each of the FY22 and FY23 EIP Rights are set out below.

### Item 4a – FY22 Grant of Rights to the MD and Chief Executive Officer

#### FY22 EIP award outcome

The Board determined that the MD and CEO achieved 137.5% of his potential target opportunity in respect of the 12 month performance period ending 30 September 2022. This means the value of his FY22 EIP award was \$2,504,470 (which includes the small increase to the EIP opportunity) and is delivered in 2 components – \$1,694,648 will be delivered in Rights, subject to shareholder approval, on the terms set out below and the remainder was paid in cash.

## Key material terms of FY22 EIP Rights

The key terms for the grant of Rights proposed to be made to the MD and CEO in respect of the FY22 EIP Rights are set out below. Additional terms of the Rights are set out in Appendix A.

Term	Explanation																															
<b>Number of Rights allocated</b>	<p>The total number of Rights to be granted to the MD and CEO under the FY22 EIP award is 284,791.</p> <p>The number of Rights to be granted was determined by dividing the value of the Rights component of the FY22 EIP Rights (being \$1,694,648) by the volume weighted average price of Nufarm Shares in the five trading days following the 2022 full year results announcement (being \$5.9505).</p>																															
<b>Date of grant</b>	If shareholder approval is obtained, it is intended the Rights will be granted to the MD and CEO shortly after the AGM. In any event they will be granted within 12 months of receiving shareholder approval.																															
<b>Term of Rights</b>	<p>Under the FY22 EIP Rights, the Rights granted to the MD will vest subject to the satisfaction of long-term financial and non-financial strategic and operational goals (<b>Vesting Conditions</b>) and will be tested following the end of the vesting period (1 October 2022 – 30 September 2025).</p> <p>Any Rights that do not vest following testing will lapse.</p>																															
<b>Vesting Conditions</b>	<p>The Vesting Conditions for the Rights are as follows:</p> <table><tr><th>Measure</th><th>Weight</th><th>Target</th></tr><tr><td>rTSR</td><td>43%</td><td><table><tr><th>Percentile rank</th><th>% vesting</th></tr><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></table></td></tr><tr><td>Measured against the ASX 200</td><td></td><td></td></tr><tr><td>Revenue and margin growth in our Crop Protection segment</td><td>23%</td><td><p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p><ul style="list-style-type: none"><li>revenue of \$3.8-\$3.9b; and</li><li>overall margin (uEBITDA %) improvement since the announcement of FY22-26 aspirations i.e. end of FY21.</li></ul><p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p><p>In making its determination on appropriate levels of vesting, the Board will also have regard to the performance of the Crop Protection segment relative to the overall growth/contraction of the global crop protection market.</p><p>Performance for Crop Protection in FY23 (which is the first year of the vesting period) was:</p><ul style="list-style-type: none"><li>revenue of \$3,088 million in FY23 (moving from \$2,770 million in FY21), and</li><li>uEBITDA margin of \$413.5 million (13.4%) in FY23 (moving from \$387.6m (13.9%) in FY21).</li></ul></td></tr><tr><td>Revenue, margin growth in our Seed Technologies segment</td><td>23%</td><td><p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p><ul style="list-style-type: none"><li>revenue of \$600 to \$700 million; and</li><li>uEBITDA margin of 20% - 25%.</li></ul><p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p><p>Performance for Seed Technologies in FY23 (which is the first year of the vesting period) was:</p><ul style="list-style-type: none"><li>revenue of \$393 million for Seed Technologies in FY23 (moving from \$241 million in FY21), and</li><li>uEBITDA margin of \$98m (24.9%) in FY23 (moving from \$46 million (19.1%) in FY21)</li></ul></td></tr><tr><td>ESG</td><td>11%</td><td><p>Targets for end of FY25 from an end of FY20 baseline are:</p><ul style="list-style-type: none"><li>reducing hazardous waste by 20% by 2025;</li><li>reducing VOC to air by 25% by 2025;</li><li>achieving ISO14001 certification at 10 of our 11 manufacturing sites by 2025; and</li><li>on track to reduce greenhouse gas scope 1 and 2 emissions from our manufacturing sites by 30% by 2030</li><li>on track to deliver our 2030 objectives to have 40:40:20 representation in our senior leadership category (CEO-1 and CEO-2): 40 per cent identifying as women, 40 per cent identifying as men and 20 per cent identifying as men, women or other.</li></ul></td></tr><tr><td colspan="3"><p>Performance against the strategic performance measures will be assessed by the Board at the end of FY25. Vesting cannot exceed 100%. The Board will provide shareholders with a clear rationale as to its final determination.</p></td></tr><tr><td><b>Other required information – ASX Listing Rules</b></td><td>Refer to Appendix B.</td></tr></table>	Measure	Weight	Target	rTSR	43%	<table><tr><th>Percentile rank</th><th>% vesting</th></tr><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></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%	Measured against the ASX 200			Revenue and margin growth in our Crop Protection segment	23%	<p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p> <ul style="list-style-type: none"><li>revenue of \$3.8-\$3.9b; and</li><li>overall margin (uEBITDA %) improvement since the announcement of FY22-26 aspirations i.e. end of FY21.</li></ul> <p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p> <p>In making its determination on appropriate levels of vesting, the Board will also have regard to the performance of the Crop Protection segment relative to the overall growth/contraction of the global crop protection market.</p> <p>Performance for Crop Protection in FY23 (which is the first year of the vesting period) was:</p> <ul style="list-style-type: none"><li>revenue of \$3,088 million in FY23 (moving from \$2,770 million in FY21), and</li><li>uEBITDA margin of \$413.5 million (13.4%) in FY23 (moving from \$387.6m (13.9%) in FY21).</li></ul>	Revenue, margin growth in our Seed Technologies segment	23%	<p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p> <ul style="list-style-type: none"><li>revenue of \$600 to \$700 million; and</li><li>uEBITDA margin of 20% - 25%.</li></ul> <p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p> <p>Performance for Seed Technologies in FY23 (which is the first year of the vesting period) was:</p> <ul style="list-style-type: none"><li>revenue of \$393 million for Seed Technologies in FY23 (moving from \$241 million in FY21), and</li><li>uEBITDA margin of \$98m (24.9%) in FY23 (moving from \$46 million (19.1%) in FY21)</li></ul>	ESG	11%	<p>Targets for end of FY25 from an end of FY20 baseline are:</p> <ul style="list-style-type: none"><li>reducing hazardous waste by 20% by 2025;</li><li>reducing VOC to air by 25% by 2025;</li><li>achieving ISO14001 certification at 10 of our 11 manufacturing sites by 2025; and</li><li>on track to reduce greenhouse gas scope 1 and 2 emissions from our manufacturing sites by 30% by 2030</li><li>on track to deliver our 2030 objectives to have 40:40:20 representation in our senior leadership category (CEO-1 and CEO-2): 40 per cent identifying as women, 40 per cent identifying as men and 20 per cent identifying as men, women or other.</li></ul>	<p>Performance against the strategic performance measures will be assessed by the Board at the end of FY25. Vesting cannot exceed 100%. The Board will provide shareholders with a clear rationale as to its final determination.</p>			<b>Other required information – ASX Listing Rules</b>	Refer to Appendix B.
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Between the 50th and the 75th percentile	Straight line vesting between 50%-100%																															
Measured against the ASX 200																																
Revenue and margin growth in our Crop Protection segment	23%	<p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p> <ul style="list-style-type: none"><li>revenue of \$3.8-\$3.9b; and</li><li>overall margin (uEBITDA %) improvement since the announcement of FY22-26 aspirations i.e. end of FY21.</li></ul> <p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p> <p>In making its determination on appropriate levels of vesting, the Board will also have regard to the performance of the Crop Protection segment relative to the overall growth/contraction of the global crop protection market.</p> <p>Performance for Crop Protection in FY23 (which is the first year of the vesting period) was:</p> <ul style="list-style-type: none"><li>revenue of \$3,088 million in FY23 (moving from \$2,770 million in FY21), and</li><li>uEBITDA margin of \$413.5 million (13.4%) in FY23 (moving from \$387.6m (13.9%) in FY21).</li></ul>																														
Revenue, margin growth in our Seed Technologies segment	23%	<p>Our revenue and margin targets for FY25 are commercially sensitive and are aligned to our FY26 aspirations of:</p> <ul style="list-style-type: none"><li>revenue of \$600 to \$700 million; and</li><li>uEBITDA margin of 20% - 25%.</li></ul> <p>Assessments and outcomes in respect of those targets will be disclosed retrospectively following the end of FY25.</p> <p>Performance for Seed Technologies in FY23 (which is the first year of the vesting period) was:</p> <ul style="list-style-type: none"><li>revenue of \$393 million for Seed Technologies in FY23 (moving from \$241 million in FY21), and</li><li>uEBITDA margin of \$98m (24.9%) in FY23 (moving from \$46 million (19.1%) in FY21)</li></ul>																														
ESG	11%	<p>Targets for end of FY25 from an end of FY20 baseline are:</p> <ul style="list-style-type: none"><li>reducing hazardous waste by 20% by 2025;</li><li>reducing VOC to air by 25% by 2025;</li><li>achieving ISO14001 certification at 10 of our 11 manufacturing sites by 2025; and</li><li>on track to reduce greenhouse gas scope 1 and 2 emissions from our manufacturing sites by 30% by 2030</li><li>on track to deliver our 2030 objectives to have 40:40:20 representation in our senior leadership category (CEO-1 and CEO-2): 40 per cent identifying as women, 40 per cent identifying as men and 20 per cent identifying as men, women or other.</li></ul>																														
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<b>Other required information – ASX Listing Rules</b>	Refer to Appendix B.																															

## Explanatory Notes of Meeting continued

### Item 4b – FY23 Grant of Rights to the MD and Chief Executive Officer

#### FY23 EIP award outcome

The Board determined that the MD and CEO achieved 65% of his potential target opportunity in respect of the 12 month performance period ending 30 September 2023. This means the value of his FY23 EIP award was \$1,245,153 and is delivered in 2 components – 32% will be paid in cash and 68% will be delivered in Rights, subject to shareholder approval, on the terms set out below.

#### Key material terms of FY23 EIP Rights

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

Term	Explanation										
<b>Number of Rights allocated</b>	<p>The total number of Rights to be granted to the MD and CEO under the FY23 EIP award is 183,106.</p> <p>The number of Rights to be granted was determined by dividing the value of the Rights component of the FY23 EIP award (being \$846,704) by the volume weighted average price of Nufarm Shares in the five trading days following the 2023 full year results announcement (being \$4.6241).</p>										
<b>Date of grant</b>	<p>If shareholder approval is obtained, it is intended the Rights will be granted to the MD and CEO shortly after the Annual General Meeting. In any event they will be granted within 12 months of receiving shareholder approval.</p>										
<b>Term of Rights</b>	<p>Under the FY23 EIP Rights, the Rights granted to the MD will vest subject to the satisfaction of Vesting Conditions and will be tested following the end of the vesting period (1 October 2023 – 30 September 2026).</p> <p>Any Rights that do not vest following testing will lapse.</p>										
<b>Vesting Conditions</b>	<p>The Vesting Conditions for the Rights are as follows:</p>										
	<table><tr><th>Measure</th><th>Weight</th><th>Target</th></tr></table>	Measure	Weight	Target							
	Measure	Weight	Target								
	rTSR	43%	<table><tr><th>Percentile rank</th><th>% vesting</th></tr><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></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%
	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%									
	Measured against the ASX 200.										
Revenue and margin growth in our Crop Protection segment	23%	<ul style="list-style-type: none"><li>Revenue of \$3.8-\$3.9b by FY26.</li><li>Overall margin (uEBITDA %) improvement since announcement of FY22-26 aspirations (ie end of FY21). Crop Protection margin growth targets are commercially sensitive and will be disclosed retrospectively at the time of testing.</li></ul> <p>In making the assessment the Board will also have regard to the performance of the Crop Protection segment relative to the overall growth / contraction of the global crop protection market.</p>									
Revenue, margin growth in our Seed Technologies segment	23%	<ul style="list-style-type: none"><li>Revenue of \$600 to \$700 million</li><li>uEBITDA margin of 20% to 25%</li></ul>									
ESG	11%	<p>On track to deliver the targets applicable as at 2026 and beyond, as set out in our 2023 Sustainability Report, being to:</p> <ul style="list-style-type: none"><li>reduce greenhouse gas scope 1 and 2 emissions from our manufacturing sites by 30% by 2030</li><li>deliver our 2030 objectives to have 40:40:20 representation in our senior leadership category (CEO-1 and CEO-2): 40 per cent identifying as women, 40 per cent identifying as men and 20 per cent identifying as men, women or other.</li></ul>									
		<p>Performance against the strategic performance measures will be assessed by the Board at the end of FY26. Vesting cannot exceed 100%. The Board will provide shareholders with a clear rationale as to its final determination.</p>									
<b>Other required information – ASX Listing Rules</b>	<p>Refer to Appendix B.</p>										

A voting exclusion applies to resolutions 4a and 4b.

Recommendation: The directors (excluding Greg Hunt) unanimously recommend that shareholders vote in favour of resolutions 4a and 4b.



## Appendix A – Other material terms for the FY22 and FY23 EIP Rights

Other terms for the FY22 and FY23 EIP Rights are set out below.

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 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 MD and 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:  1 if the MD and CEO resigns or is Terminated for Cause prior to the vesting of Rights, all unvested Rights will lapse.  2 if the MD and CEO ceases employment for any other reason prior to the vesting of Rights, Rights will be pro-rated (based on the portion of the Vesting Period that has elapsed up until the date of termination) and those Rights will remain on foot and will be tested at the end of the applicable Vesting Period.
Decision on vesting of Rights / clawback	The Board has absolute discretion regarding the amount and timing of vesting of any Rights.  Within the remuneration framework, under specific circumstances, the Board has discretion to lapse or enforce forfeiture (or potentially cash repayment where an award has been issued as cash or converted into cash) of any Right or Shares allocated under the EIP under the terms of the relevant plans.
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 – 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.

The EIP was adopted on 1 October 2021. No grants have previously been made to the MD and CEO under the EIP on the basis the FY22 grant was not approved in the 2022 AGM.

The MD and CEO is the only director of Nufarm (or associate of a director) entitled to participate in the EIP and receive Rights. No loans have been or will be granted to the MD and CEO in connection with his participation in the EIP and the MD and CEO is prohibited from entering into hedging transactions or arrangements in respect of his Rights.

For the purposes of ASX Listing Rule 10.15.4, the MD and CEO's current total remuneration package is as follows:

Fixed annual remuneration (including superannuation)	\$1,484,333
Target opportunity under the EIP	134% of FAR, being \$1,912,506 which if awarded is delivered 32% in cash and 68% in Rights.

Further information on the MD and CEO's remuneration is set out in the 2023 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.

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

The Board considers that it is in the best interests of shareholders to provide the MD and CEO with equity-based incentives to ensure there is alignment between satisfactory returns to shareholders and reward to the MD and 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 MD and CEO's remuneration, they will be issued at no cost.

# Explanatory Notes of Meeting continued

## Appendix C – Definitions

Term	Definition
AGM	means Nufarm's Annual General Meeting
Remuneration Report	means Nufarm's Remuneration Report
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 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"> <li>1 Takeover Bid for Shares; or</li> <li>2 other transaction, event or state of affairs,</li> </ol> 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)
Crop Protection	means the Crop Protection business, which deals in the manufacture and sale of crop protection products used by farmers to protect crops from damage caused by weeds, pests and disease. It is managed by major geographic segments, being APAC (including Australia, New Zealand and certain parts of Asia), Europe (including the United Kingdom, the European Union, and certain other countries in Europe, the Middle East and Africa), and North America (including United States of America, Canada and Mexico).
EIP	means the Nufarm Limited Executive Incentive Plan
EIP Rules	means rules of the Equity Incentive Plan
ESG	means environmental, social and governance
FAR	means fixed annual remuneration
FY	means financial year
Group	means the Company and each Related Body Corporate of the Company
KMP	means key management personnel
MD	means managing director
Nufarm	means Nufarm Limited ACN 091 323 312
Nufarm Sustainability Report	Nufarm prepares an annual sustainability report which aligns with our financial reporting year and details ESG outcomes from the 12-month period ending 30 September.
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)
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
Seed Technologies	means the Seed Technologies business, which comprises the base seeds, bioenergy, omega-3 and seed treatment platforms. These platforms generate revenues through the sale of seed or oil-based products, and licensing of intellectual property. The Seed Technologies business is managed on a worldwide basis.
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
Takeover Bid	has the meaning given in section 9 of the Corporations Act
Terminated for Cause	means where the Participant's employment with the Group is terminated because they: <ul style="list-style-type: none"> <li>• acted fraudulently or dishonestly;</li> <li>• engaged in serious or wilful misconduct;</li> <li>• are seriously negligent in the performance of their duties;</li> <li>• committed a serious breach of their employment contract;</li> <li>• committed an act, whether at work or otherwise, which could reasonably be regarded to have brought the Company or a Group company into disrepute; or</li> <li>• are convicted of an offence punishable by imprisonment</li> </ul>
uEBITDA	means underlying earnings before interest, taxes, depreciation and amortisation
Vesting Condition	performance, service or other conditions that must be satisfied or circumstances which must exist before a Right vests under these Rules
VOC	means volatile compound emissions
Year	means performance year from 1 October to 30 September

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## Item 5: Conditional spill resolution

The Board recommends that shareholders vote against this resolution.

This item will only be put forward at the AGM if at least 25% of the votes validly cast on Resolution 2 to adopt the remuneration report are cast against its adoption. If fewer than 25% of the votes are against its adoption, then there will be no 'second strike' and this item will not be put to the AGM.

If the item is put to the AGM, the spill resolution will be considered as an ordinary resolution.

If the spill resolution is put to the AGM and passed, a special meeting of shareholders, known as a 'Spill Meeting' must be held within 90 days. All directors (excluding the managing director) will cease to hold office at the end of the Spill Meeting unless they are re-elected at the Spill Meeting.

For the avoidance of doubt, even if Federico Tripodi, Adrian Percy and Lynne Saint are re-elected at the AGM, they will again need to be re-elected at the Spill Meeting to remain in office.

The Board consider the following factors to be relevant to a shareholder's decision on how to vote on this item:

- the steps taken by the board to address concerns expressed by shareholders, as outlined in the FY23 remuneration report;
- the recent board renewal program; and
- the disruption and significant cost involved in convening a Spill Meeting.

If you do not want a Spill Meeting to take place, you should vote against item 5.

A voting exclusion applies to this resolution.

Recommendation: The directors unanimously recommend that shareholders vote **against** resolution 5.

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## Need assistance?



**Phone:**  
1300 652 479 (within Australia)  
+61 (3) 9415 4360 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

NUF

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Nufarm Limited Annual General Meeting

The Nufarm Limited Annual General Meeting will be held on Thursday, 1 February 2024 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Tuesday, 30 January 2024.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MAYYHYZ>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Nufarm headquarters, 103-105 Pipe Rd, Laverton North, VIC 3026

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



NUF

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 652 479 (within Australia)  
+61 (3) 9415 4360 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 30 January 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Nufarm Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nufarm Limited to be held at Nufarm headquarters, 103-105 Pipe Rd, Laverton North, VIC 3026 and as a virtual meeting on Thursday, 1 February 2024 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4a, 4b and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4a, 4b and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4a, 4b and 5 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Election of Federico Tripodi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Election of Adrian Percy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Re-Election of Lynne Saint as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4a	FY22 - Grant of rights to the MD and CEO under the EIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b	FY23 - Grant of rights to the MD and CEO under the EIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Please note that Resolution 5 will only be considered at the Meeting if the condition outlined in the Notice of Meeting is satisfied.</b>				
Item 5	Conditional spill resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of item 5 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
<b>Update your communication details</b> (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		



NUFRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Nufarm Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Nufarm Limited**

For personal use only

