

17 November 2021

The Manager
Company Announcements Office
ASX
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SYDNEY NSW 2000

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ACN 091 323 312

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Laverton North VIC 3026
Australia
+61 3 9282 1000
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ELECTRONIC LODGEMENT

Dear Sir/Madam

2021 ANNUAL GENERAL MEETING – NOTICE OF MEETING, PROXY FORM AND ACCESS LETTER

Nufarm Limited will hold its 2021 Annual General Meeting virtually on **Friday, 17 December 2021 at 10.00am (AEDT)**.

Attached for release is a copy of the 2021 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 virtual Annual General Meeting, including how to vote and ask questions.

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

Authorised for lodgement by



Fiona Smith
Group General Counsel and Company Secretary
Nufarm Limited

Nufarm Limited Notice of Annual General Meeting 2021



Grow a better tomorrow



Dear Shareholder

I am pleased to invite you to the 2021 Annual General Meeting (**Meeting**) of Nufarm Limited (**Nufarm**), which will be held as a virtual meeting at 10:00am (AEDT) on Friday 17 December 2021.

With the ongoing developments in relation to COVID-19 Nufarm will again this year be holding the Meeting virtually through an online platform. Nufarm considers this to be in the best interests of our shareholders, employees and directors. Shareholders and proxy holders are advised that this means you will not be able to physically attend the Meeting. The online platform will allow shareholders to watch, vote and ask questions in relation to the business of the Meeting in real time. Information on how to participate virtually is set out in the accompanying Notice of Meeting and in the Lumi Online Meeting Guide which is available at www.computershare.com.au/virtualmeetingguide.

The Board is very hopeful that next year, we will be able to welcome shareholders back to our Meeting in person.

Board renewal

Board renewal on the Nufarm Board has continued this year with the announcement of the appointment of Dr David Jones as an independent non-executive Director on 23 June 2021 as well as the retirement of Frank Ford.

Frank Ford has been a non-executive director for the past nine years and Chair of the Audit Committee for eight years and will retire from the Board at the conclusion of this Meeting. On behalf of the Board, I want to thank Frank for his outstanding contribution to Nufarm.

How to vote

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

Directors recommend that Shareholders vote in favour of all resolutions. Information on voting, including how to vote directly and appoint a proxy, are available in the Notes relating to Voting section on pages 3-4 of the Notice of Meeting. If you cannot join the Meeting 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 10:00am (AEDT) on Wednesday 15 December 2021.

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 2021.

Please submit written questions:

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

Please note that any questions to the Company or Auditor must be received by 5:00pm (AEDT) on Friday 10 December 2021. 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 and proxyholders will have a reasonable opportunity to ask questions or make comments:

- in writing via the online platform at <https://web.lumiagm.com> using meeting ID 360415509 and your registration details; or
- verbally via following the instructions on the online platform.

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

For those that are not able to join the meeting, the webcast of the meeting will be available at www.nufarm.com/investor-centre/annual-general-meeting.

On behalf of the board and the management team of Nufarm, I want to thank you for your continued support of Nufarm and look forward to your virtual attendance and the opportunity to engage with you at the Meeting.

Yours sincerely

John Gillam
Chairman

17 November 2021

NOTICE IS GIVEN that the 106th Annual General Meeting (Meeting) of Shareholders of Nufarm Limited (Nufarm or the Company) will be held virtually on Friday, 17 December 2021 at 10:00am AEDT.

Ordinary Business

1 Financial Reports and Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 September 2021.

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 2021 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 2021 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 of Director

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

That David Jones, who was appointed as a director on 23 June 2021 and in accordance with the Company's constitution and ASX Listing Rule 14.4 be elected as a Director of the Company.

Special Business

4 Approval of issue of Deferred Rights to Executive Director – Greg Hunt

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

That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of Deferred Rights to the Company's Managing Director and Chief Executive Officer, Greg Hunt in accordance with the terms of the Company's Short Term Incentive Plan (STIP) as set out in the Explanatory Notes which accompany the Notice of Meeting.

Voting exclusion statement for Item 4

The Company will disregard any votes on Item 4:

- cast in favour of the resolution by or on behalf of the Managing Director and Chief Executive Officer, 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 key management personnel (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 Chairman of the AGM, as proxy for a person who is entitled to vote on this resolution, in accordance with the direction given to the Chairman to vote on this resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
 - (ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board



Fiona Smith
Company Secretary

17 November 2021

Notes Relating to Voting

Entitlement to vote

1. 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 **7:00pm AEDT on Wednesday, 15 December 2021** 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.
2. 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

3. Voting on all resolutions will be conducted by a poll.

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

The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

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 Chairman 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 Chairman 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 by 10:00am (AEDT) on Wednesday 15 December 2021.

Proxies

4. 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.
5. 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.
6. 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 Chairman 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.

7. 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.
8. 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 10:00am (AEDT) on Wednesday 15 December 2021). Any proxy form received after this deadline, including at the AGM, will be invalid.

Post Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001

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

Online by visiting www.investorvote.com.au and quoting the 6 digit control number found on the front of your Proxy Form.

Intermediary Online subscribers (custodians) can lodge a proxy online by visiting www.intermediaryonline.com

9. Additional Proxy Forms can be obtained from Nufarm Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Proxy voting by the Chairman

10. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not direct the Chairman 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 Chairman 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 Chairman of the Meeting how to vote on an item of business, the Chairman as your proxy intends to vote IN FAVOUR of all Resolutions.

Corporate shareholders

11. 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.
12. 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

13. 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.
14. 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 10:00am (AEDT) on Wednesday 15 December 2021 or unless it has been previously provided to Nufarm.

Participating at the meeting

15. Shareholders and proxyholders will be able to participate in the Meeting online using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser:

<https://web.lumiagm.com/360415509>

Further information about how to log in to the Lumi 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 <https://www.nufarm.com/investor-centre/annual-general-meeting>.

Online registration will open at 9:00am (AEDT) on Friday 17 December 2021 (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 refer to the user guide available at www.computershare.com.au/virtualmeetingguide

Proxyholder login details:

Proxyholders will need to contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain their login details to participate online during the AGM.

Questions for the company

16. Shareholders may submit written questions to the Company before the Meeting. Any questions must be received by no later than 5:00pm (AEDT) on Friday 10 December 2021. Please submit your written questions online by:
 - using the online shareholder question form at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting; or
 - Online at www.investorvote.com.au (by logging on and selecting 'Voting').

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

Shareholders may also submit questions and comments online during the Meeting:

- in writing via the Lumi platform; or
- verbally via following the instructions on the online platform.

Please note, only shareholders may ask questions and only once they have been verified.

Questions for the auditor

17. 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 2021.

Any questions must be received by no later than 5:00pm (AEDT) on Friday 10 December 2021. Please submit your written questions online by:

- using the online shareholder question form at Nufarm's website at www.nufarm.com/investor-centre/annual-general-meeting; or
- online at www.investorvote.com.au (by logging on and selecting 'Voting').

Technical difficulties

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

Where he considers it appropriate, the Chairman 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 proxy by 10:00am (AEDT) on Wednesday 15 December 2021, even if they plan to attend online.

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.**

a. 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 2021, will be laid before the Meeting as required by the Corporations Act. This item does not require a Shareholder vote.

The Chairman will give shareholders the opportunity to ask questions and make comments on the financial statements and reports and to ask the Auditor questions relevant to 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/financial-reports/>.

b. Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 55 to 74 of the Company's 2021 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 2021.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. In accordance with section 250R of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Directors' Recommendation

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

The Chairman intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

c. Item 3: Election of Director

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 addressing 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 2021 Corporate Governance Statement at <https://nufarm.com/investor-centre/corporate-governance/>.



Item 3: Election of David Jones

David Jones, having been appointed on 23 June 2021, retires in accordance with rule 8.1(c) of the Company's constitution and being eligible, is standing for election.

Information about David Jones is set out below:

David Jones, BA (Hons) Science, PhD

David joined the Board on 23 June 2021 as a Non-executive Director and was appointed Chairman of the Innovation Committee in July 2021.

David has extensive leadership experience having held Chairman and Director roles in large global agricultural businesses. His experience includes as Head of Business Development at Syngenta and former Chairman of Zeneca China, Arysta Life Science, and Plant Impact. David's broad executive leadership experience in operations, strategy, mergers and acquisitions and intellectual property in multiple jurisdictions including Asia, Latin America, Europe and the United States adds to the Board's experience and expertise.

David is also Chairman of Enko Chem Inc and of BigSis.

In respect of David Jones's appointment, he was identified as a suitably qualified candidate to be appointed as a Director with the requisite skills and experience required by the Board. Extensive background and screening checks were undertaken prior to his appointment by the Board. These checks did not reveal any information of concern. David does not have any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of Nufarm.

The Board supports David's election because the Board considers David's extensive experience in global agricultural companies enhances the Board's ability to oversee Nufarm's performance and governance, in particular in relation to his role as Chairman of the Innovation Committee.

The Board considers that David Jones is an independent Director.

Directors' Recommendation

The Board, with David Jones abstaining in relation to his election, unanimously support and recommend the election of David Jones.

The Chairman intends to vote all available proxies in favour of these Resolutions.

d. Item 4: Grant of Deferred Rights to the Managing Director and Chief Executive Officer

Item 4 set out in the Notice of AGM seeks approval to the proposed issue of Deferred Rights to Mr Greg Hunt, the Company's Managing Director and CEO, in accordance with the terms of the Short Term Incentive Plan (STIP).

FY21 STIP award

The Board considers that it is in the best interests of shareholders to provide the Managing Director and CEO with equity-based incentives to ensure there is alignment between satisfactory returns to shareholders and reward to Mr Hunt as an executive Director. The Company uses Deferred Rights because they create alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. As the Deferred Rights form part of Mr Hunt's remuneration, they will be issued for nil consideration.

As disclosed in the Remuneration Report, in FY2021, Mr Hunt's remuneration package includes three components being fixed annual remuneration ('FAR'), a long term incentive opportunity and a short term incentive opportunity consisting of a 50 per cent cash payment and a 50 per cent grant of Deferred Rights.

Mr Hunt participated in the STIP in FY2021 and was assessed against an annual scorecard comprising Group Underlying Earnings Before Interest and Tax, Group Average Net Working Capital/Sales, reduction in Group cash SG&A as well as non-financial objectives.

As outlined in the Remuneration Report, Mr Hunt achieved 141 per cent of his target opportunity. This means the value of his FY2021 STIP award will be \$1,395,531, which will be delivered 50 per cent in cash and 50 per cent in Deferred Rights. Vesting of the Deferred Rights is subject to a two year service period.

Approvals sought

Shareholders are asked to approve the issue of the 2021 STIP Deferred Rights to the Managing Director and CEO, Mr Greg Hunt. Approval is sought under ASX Listing Rule 10.14.1 to grant the Deferred Rights to Mr Hunt as he is a director of Nufarm Limited.

Explanatory Notes of Meeting continued

Key Terms

The key terms of the grant of STIP Deferred Rights proposed to be made to Mr Hunt in respect of the 2021 STIP award are set out below.

Number allocated	<p>The number of STIP Deferred Rights to be granted to Mr Hunt will be determined following the announcement of the 2021 full year results on 17 November 2021 by dividing the face value of the deferred component of the STIP award (i.e. \$697,766) by the volume weighted average price of Nufarm Shares over five days following the 2021 full year results announcement on 17 November 2021, i.e. 18 November to 24 November 2021. The final amount to be granted will be advised to shareholders via the ASX markets announcement platform by 26 November 2021.</p> <p>For example: If the volume weighted average price over the period from 18 November to 24 November 2021 is \$4.50, then the number of Deferred Rights to be granted to Mr Hunt will be 155,060 (i.e. \$697,766 divided by \$4.50).</p>
Date of Grant	<p>If shareholder approval is obtained, it is intended the STIP Deferred Rights will be granted to Mr Hunt as soon as possible following the conclusion of the Annual General Meeting on 17 December 2021. In any event, they will be granted within 12 months of receiving shareholder approval.</p>
Cash Consideration	<p>The STIP Deferred Rights will be issued to Mr Hunt for no cash consideration.</p>
Terms of Vesting	<p>The STIP Deferred Rights will only vest if Mr Hunt remains in continual employment for two years following the grant of the Deferred Rights, subject to the below.</p> <p>Deferred Rights that have not vested will automatically lapse if Mr Hunt ceases to be employed by the Company (whether temporarily or otherwise and whether voluntarily or otherwise) in circumstances other than death, total and permanent disability, retirement over the age of 60 years, contract severance by the Company without cause, retrenchment or such other reason determined by the Board ('Qualifying Reason').</p> <p>On vesting of a Deferred Right, Mr Hunt will be entitled to receive one ordinary share for no consideration. Ordinary shares to be allocated on vesting and exercise of any Deferred Rights may be satisfied by the issue of new ordinary shares or acquired on market. All new ordinary shares will rank, in all respects, equally with all other ordinary shares and the Company will apply for quotation of the new ordinary shares on ASX.</p>
Clawback	<p>Deferred Rights which have not vested may be clawed back where in the opinion of the Board Mr Hunt has obtained or will obtain, an unfair benefit as a result of an act which:</p> <ol style="list-style-type: none"> constitutes fraud of dishonest or gross misconduct in relation to the affairs of the Group; brings the Group into disrepute; is in breach of his obligations to the Group including compliance with any applicable Company Policy; constitutes a failure to perform any other act reasonably and lawfully requested of him; or has the effect of delivering strong Company performance in a manner which is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Company performance following the end of the period.
Change of Control	<p>Deferred Rights may be capable of accelerated vesting in the event of a takeover bid or scheme of arrangement resulting in a change of control of the Company.</p>
Dividends and other distributions	<p>STIP Deferred Rights do not carry any entitlement to vote, receive dividends or have any other rights of a Shareholder in respect of the rights until the Deferred Rights vest and ordinary shares are allocated to Mr Hunt.</p>

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.

Approval was sought for the allocation of Deferred Shares to Mr Hunt under the Short Term Incentive Plan (previously known as the Global Incentive Plan (GIP)) at the 2015, 2016 and 2017 annual general meetings respectively. The following allocations were made following shareholder approval:

- 27,221 GIP Deferred Shares were allocated (at no cost) to Mr Hunt on 4 December 2015
- 23,927 GIP Deferred Shares were allocated (at no cost) to Mr Hunt on 2 December 2016
- 69,695 GIP Deferred Shares were allocated (at no cost) to Mr Hunt on 11 December 2017

Mr Hunt is the only director of Nufarm Limited entitled to participate in the STIP and receive STIP Deferred Rights. No loans have been, or will be granted to Mr Hunt in connection with his participation in the STIP and Mr Hunt is prohibited from entering into hedging transactions or arrangements in respect of his Deferred Rights.

For the purposes of ASX Listing Rule 10.15.4, Mr Hunt's current total remuneration is as follows:

- Fixed annual remuneration (**FAR**) of \$1,319,688
- Target variable incentive opportunity under the STIP of 75 per cent of FAR, which if awarded is delivered 50 per cent cash and 50 per cent Deferred Rights;
- A maximum variable incentive opportunity under the Long Term Incentive Plan (**LTIP**) of 75 per cent of FAR delivered in LTIP Deferred Rights.

Noting that for FY2021 there has been no grant of any LTIP Deferred Rights and the grant of STIP Deferred Rights will be granted subject to shareholder approval as set out in this Notice of Meeting.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Hunt, including a cash-based incentive.

Further information on Mr Hunt's remuneration is set out in the Remuneration Report on pages 55 to 74 of the 2021 Annual Report.

Details of any STIP Deferred Rights issued under the STIP will be published in the Nufarm Annual 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 STIP 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.

Directors' recommendation

The Directors (excluding Mr Greg Hunt) unanimously recommend that you vote in favour of this resolution.

The Chairman intends to vote all available proxies in favour of this resolution.

[nufarm.com](https://www.nufarm.com)

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

Nufarm Limited 2021 Annual General Meeting

The Nufarm Limited Annual General Meeting will be held on Friday, 17 December 2021 at 10.00am (AEDT).

This year Nufarm will again hold an online shareholder meeting due to the uncertainty of ongoing restrictions.

You are encouraged to participate in the meeting using the following options:



ACCESS THE MEETING DOCUMENTS ONLINE

Access the Notice of Meeting and other meeting documents at www.nufarm.com/investor-centre/annual-general-meeting.

Access the 2021 Annual Report at www.nufarm.com/financial-reports



MAKE YOUR VOTE COUNT

To lodge a proxy visit www.investorvote.com.au and use the below information:



Control Number: 136246

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10.00am (AEDT) on Wednesday, 15 December 2021.




ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/360415509

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AEDT) on Wednesday, 15 December 2021.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 136246

For Intermediary Online subscribers (custodians) go to 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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 as a virtual meeting on Friday, 17 December 2021 at 10.00am (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 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 4 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 and 4 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 3 Election of David Jones as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of issue of Deferred Rights to Executive Director –Greg Hunt	<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. 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 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

