

Nufarm Code of Conduct



Grow a better tomorrow

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Part 1:

Introduction

Company overview

Nufarm Limited (“Nufarm”) is one of the world's leading global crop protection and seed companies.

Our Mission: to Grow a better tomorrow®

Our Vision: to be known for providing our end-use customers with innovative solutions and a superior experience.

With a focus on building a global platform, the business has rapidly expanded via acquisitions and solid organic growth. We operate in the global marketplace and hold a clear leadership position in Australia, with substantial manufacturing operations in Australia, North and South America, Europe, and Asia.

We recognise that everyone makes a vital contribution and by working together we enhance our reputation for quality products, innovation, first class marketing and customer service.

Wherever we operate, the health and safety of our people, our contribution to sustainable development, and conducting business with integrity are key priorities in delivering value to our shareholders and stakeholders. We build strong, mutually beneficial relationships with the communities we operate in, respecting their laws and customs.

Nufarm is listed on the Australian Stock Exchange (symbol NUF) with global headquarters based at Laverton in Melbourne, Australia.

Living the Nufarm Values

Nufarm's Mission, Vision and Values guide our decision making and clarify the behaviours we must all demonstrate. They collectively underpin our work and bind us together to develop our culture, ensuring sustainable success. Our culture is driven by team work and personal accountability to deliver results. Our Values and the guiding behaviours outlined below assist us to understand what we must all do to achieve this and strengthen all sections of the Code of Conduct (Code).

Our Values	Guiding behaviours
Responsibility	<ul style="list-style-type: none"> • We work together as One Nufarm. • We never compromise health, safety or the environment. • We act ethically and are accountable for our actions. • We always do what we say we will do. • We thoughtfully manage our risk and impact.
Agility	<ul style="list-style-type: none"> • We put our customers at the heart of what we do. • We are resourceful and run the business as if it were our own. • We are flexible and innovative in meeting challenges and finding better solutions. • We partner for success.
Respect	<ul style="list-style-type: none"> • We embrace diversity and treat others with respect. • We work together as a team. • We contribute ideas and accept decisions. • We proudly represent Nufarm. • We respect and care for the environment and communities in which we operate.
Empowerment	<ul style="list-style-type: none"> • We are performance driven and enjoy working in a fun and energising environment. • We are empowered and use the Values to make decisions. • We communicate openly and honestly and share ideas. • We encourage, recognise and support the success of others.

Part 2:

About the Code

About the Code of Conduct

The Code guides our work and represents our commitment to fair, ethical and professional business practices and legislative requirements. We are committed to conducting business consistent with the principles of honesty, integrity and respect which allow us to positively contribute to society. As a global business, Nufarm is subject to laws and regulations of many countries and abides by relevant international standards. We believe consistent and appropriate business conduct builds loyalty and trust with all of our stakeholders.

During our day to day work, we are faced with situations and decisions where the right response is not obvious or easy. The Code brings our Values to life and assists us to make the right decision by:

- outlining minimum expectations of behaviour; and
- demonstrating how to practically apply our Values, policies, procedures and guidelines.

The Code does not address every situation nor does it stand alone. It is supported by law and our internal framework of policies, procedures and standards which are regularly reviewed. In everything we do we must use our good judgment. We must all be mindful of our responsibility to be familiar with the Code, Values, legislation and internal policies, procedures and standards that apply to our work. Where there is uncertainty, seek guidance and ask questions.

We are all expected to go beyond compliance and demonstrate genuine commitment. Where differences exist due to local customs, culture, norms, rules, regulations, the Code or local requirements need to be applied – whichever sets the higher standard for behaviour.

The Code outlines our commitments and expectations, and provides practical examples to assist in our everyday work.

Nufarm's Leadership Team is responsible for ensuring the Code is regularly reviewed, updated and monitored. The Nufarm Board is responsible for approving the Code.

Who does The Code apply to?

The Code applies to all Nufarm directors and employees across all operations and subsidiaries. It applies to contractors, consultants, suppliers, agents and other key stakeholders in their dealings with and on behalf of Nufarm.

The Code applies during working hours and locations of work, and also applies to other situations such as meetings at third party locations, work functions, and in the community or if there is a connection with Nufarm.

Our responsibilities: expectations of you

We are all responsible for our own behaviour at work and when representing Nufarm. We must carry out our duties in a professional and conscientious manner whilst delivering service and value to our customers. It is important we all live by the Code and the responsibilities outlined below.

We all must:

- read, understand, adhere to, and apply the Code in our daily work, whatever our role, wherever we are and in all situations;
- understand and abide by the law, regulations, policies, procedures, and guidelines that apply to our work, and never accept bad practice as our culture;
- make decisions and demonstrate behaviours always in Nufarm's best interest, and if in doubt, seek guidance;
- speak up by asking questions and raising concerns where something doesn't seem right;
- report all incidents and concerns. Never turn a blind eye, encourage or ignore a potential breach of the Code. Remember: the behaviour we walk past is the behaviour we accept;
- not take shortcuts to "get the job done" if it means not adhering with the Code or breaching our policies and procedures;
- understand that investigations into breaches may result in disciplinary action, up to and including termination of employment.

All leaders are expected to lead by example and:

- demonstrate appropriate behaviours, set standards and live the Code every day;
- take reasonable steps to ensure people have read, understood and apply the Code every day by providing training and support;
- help their people understand practical applications of the Code, and embed it into every day practices and processes;
- foster a diverse and inclusive culture where people understand what is expected of them and are comfortable in raising concerns and sharing ideas;
- respond in a timely and appropriate manner to concerns raised or questions asked, and escalate issues where required;
- seek guidance where they are not sure of something;
- investigate and where there has been a breach, apply appropriate actions;
- never permit, encourage or turn a blind eye to retaliation against someone raising a concern.

Guiding questions

Where uncertainty exists or the right decision or action isn't obvious, the following questions may help guide you.

Topic	Guiding questions
Health, safety and environment	<ul style="list-style-type: none"> • Could it directly or indirectly endanger someone or result in an injury? • What are the potential impacts on the environment?
Values	<ul style="list-style-type: none"> • Is it aligned and consistent with our Values, behaviours and expectations?
Conscience	<ul style="list-style-type: none"> • Does it fit with my personal values? • Would I prefer to keep it a secret?
Family and friends	<ul style="list-style-type: none"> • Am I comfortable telling my family (partner, parents, grandparents, children) and friends? • What would I tell someone else to do if they were in this situation?
Law	<ul style="list-style-type: none"> • Is it legal and aligned with our policies, procedures and guidelines? • Could this impact our relationship with regulators or our license to operate?
Stakeholders	<ul style="list-style-type: none"> • What would my manager, customer or shareholder want me to do? • Would my manager or colleagues consider it appropriate?
Communities	<ul style="list-style-type: none"> • How would the local community respond? • Could it impact our license to operate?
Feel	<ul style="list-style-type: none"> • Does it feel like the right thing to do? • What does my intuition tell me? If it doesn't feel right, it probably isn't.
Media	<ul style="list-style-type: none"> • What would the reaction be if it was reported in the media? • Would I feel comfortable about it?

Raising a concern

If something does not seem right, does not reflect the Code, or contradicts our policies or law, we all have the right and responsibility to speak up. We do not need to be directly impacted to raise a concern. If you become aware of a situation or a person not doing the right thing, you must report it immediately.

Concerns can be raised in person, in writing (including email) or over the phone.

In the most instances, concerns should be raised and managed locally. If you work at Nufarm, contact and discuss your concern with your supervisor or manager. If you are not comfortable speaking with them, escalate your concern to a local HR representative, [Nufarm Legal Counsel](#), your one / two up manager, or a senior site / business representative.

If you do not work at Nufarm, contact the local office or operation and ask to speak to a HR representative, legal representative, or a senior site / business representative.

If your concern is significant and you wish to escalate it higher, or you don't know who to contact, you can raise your concern directly to the Company Secretary, Nufarm Limited:

Email: codeofconduct@au.nufarm.com

In all cases confidentiality will be respected, and you may elect to remain anonymous. You are expected to be open and honest, and will be asked to provide information to assist us in determining the appropriate steps. This may include what business you work for, details of your concern, who is involved, evidence you may have, and what actions you have taken. You may be required to provide additional information at a later date.

We encourage and respect people who raise legitimate concerns. We will not tolerate retaliation against anyone who reports a suspected breach in good faith or assists in an investigation process. If you believe you have been retaliated against you should raise your concern immediately.

What happens when a concern is raised?

Nufarm takes all concerns made in good faith seriously, and investigates potential violations thoroughly and confidentially using fair and consistent processes. Where a breach has occurred, appropriate disciplinary and / or corrective actions will be applied.

These actions will be determined in consultation with relevant senior staff, taking into account:

- the type and seriousness of the breach;
- potential impacts;
- whether the behaviour was intentional or unintentional; and
- other relevant and / or extenuating circumstances.

Appropriate disciplinary actions may include, but are not limited to, discussions about desired behaviours, verbal or written warnings, suspension, dismissal, contractual sanctions, or criminal charges.

Breaches of the Code of Conduct

It is important to understand that breaches of the Code include:

- failing to comply with the Code;
- instructing or encouraging others to breach the Code;

- failing to promptly raise a known or suspected breach;
- failing to cooperate in an investigation;
- retaliating or allowing retaliation to occur; or
- failing to demonstrate leadership in ensuring compliance with the Code.

Violations of the Code may constitute a breach of law and will be referred to law enforcement authorities where appropriate.

Company tools and resources

It is important we are all familiar with the global corporate, regional and local policies, procedures and guidelines that support the Code, and apply these in our everyday activities.

Copies of global, regional and local policies are available on the Nufarm intranet or by contacting your supervisor or HR representative.

Need help?

The Code provides guidance to assist us in our work. We are expected to use our good judgment; however additional support may be required. It is important to refer to law, policies and procedures to help guide us and to seek assistance from others.

For advice on policies and procedures, the Code and how they apply in particular circumstances, speak with:

- your supervisor, manager, or senior line manager;
- a health, safety or environment representative;
- a HR representative; or
- a Nufarm Legal Counsel, or a finance, supply, procurement, or information technology representative.

Part 3:

Our Commitments and Behaviours

Sustainability

Sustainability underlies Nufarm’s global brand and builds trust amongst stakeholders that we will act responsibly whilst providing value. The safety of our people and products is our priority and is always front of mind.

We are committed to:

- understanding and observing the Life Saving Rules;
- creating a Zero Incident culture and supportive processes that help us identify and understand hazards and risks, implement preventative measures, and conduct periodic reviews to ensure ongoing effectiveness;
- operational excellence in everything we do;
- reducing Nufarm’s environmental footprint by implementing structured continuous improvement processes;
- continually improving our products and processes whilst ensuring quality and eliminating rework;
- delivering business, end users and societal benefits from the responsible and ethical management of Nufarm’s products throughout their life cycle;
- engaging our Suppliers to uphold the sustainability standards we hold ourselves accountable to; and
- supporting our communities through developing strong partnerships and ensuring alignment with or exceeding community standards for corporate behaviours.

✓	✗
<ul style="list-style-type: none"> • We understand, observe and live by the Life Saving Rules and our policies and procedures • We never compromise health, safety or the environment • We respect and care for the environment and communities in which we operate • We provide complete and accurate information on our products and services to ensure safety and the environment are not compromised • We have emergency management and asset protection procedures, including trained personnel in place • We immediately stop work where we believe something is unsafe 	<ul style="list-style-type: none"> • Compromising health and safety • Undertaking work where we are not trained, authorized, or competent • Reporting for work under the influence of drugs or alcohol or in any other unfit for work condition • Turning a blind eye or walking past an unsafe act or condition without taking action to render it safe and / or reporting it • Taking shortcuts or directing others to take shortcuts on established safe work procedures • Not reporting an incident or being open and honest regarding circumstances

<ul style="list-style-type: none"> • We handle and dispose of materials and waste properly, safely and lawfully • We have global sourcing arrangements in place ensuring the continuity and quality of our products 	<ul style="list-style-type: none"> • Knowingly conducting activities in a manner that violates licensing or other environmental regulations
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Law and Legislation

As a public listed company, we comply with appropriate law and corporate governance standards and guidelines which enables us to achieve sustainable shareholder value. The Code is designed to exceed minimum standards provided by national and international legislation which applies to our business. In all cases neither the Code nor legislation will be breached. Where differences exist due to local customs, culture, norms, rules, regulations, the Code or local requirements need to be applied – whichever sets the higher standard for behaviour.

Global policies are available on the Nufarm intranet which explain Nufarm's Policy on subjects including Competition Law, Anti Bribery, Diversity, Environmental Protection and whistleblower protection and importantly all Policies published on Nufarm's Intranet form an integral part of this Code.

We are committed to:

- operating ethically by ensuring compliance and adhering to all laws and regulations in the countries in which we do business in;
- implementing up to date and appropriate policies and procedures, and educating and training our people as required;
- reporting any matters we believe constitute misconduct, fraud, corruption, or unethical practices;
- properly and fully investigating potential and actual breaches in a timely manner; and
- cooperating in a full, transparent and open manner with law enforcement agencies where required.

✓	✗
<ul style="list-style-type: none"> • We all understand and comply with relevant law, legislation, policies, procedures as they apply to our work • We observe and comply with relevant laws and obligations including continuous disclosure, competition, insider trading, antitrust and anti-bribery • We keep our stakeholders fully informed of information that may materially affect the price or value of Nufarm securities in a timely manner • We abide by trade control and sanction laws when importing and exporting goods 	<ul style="list-style-type: none"> • Disseminating confidential and commercially sensitive information such as new products, research, manufacturing processes, acquisitions, business risks, negotiations, customers without authorization, or using it for trading purposes or personal gain • Misuse of information and relationships to mislead or deceive the market or damage competitors • Falsifying, concealing, altering, destroying or tampering with documents, records, and reports

<ul style="list-style-type: none"> • We openly compete in the market place in a transparent and competitive way • We ensure all transactions, financial statements, reports and records are accurate, comply with appropriate standards, and provide a true and fair view of the company's position, performance, risk management, and internal controls • We respect and participate in processes with internal and external auditors, and regulating authorities in the legal exercise of their activities, including fully disclosing all relevant information • We avoid anti-competitive behaviours and immediately inform our supervisor or legal representative about any suspected or actual anti-competition activity • We do not engage in conversations, and immediately remove ourselves from situations that may be considered anti competition (for example pricing, tenders, market sharing) • We seek advice from legal representatives to ensure service arrangements are not anti-competitive 	<ul style="list-style-type: none"> • Influencing or allowing others to compromise the integrity of data and information • Inappropriately using a position within Nufarm to attempt to influence business decisions • Buying or selling Nufarm shares or securities directly or indirectly when you are aware of inside or confidential information • Recommending or encouraging others to buy or sell Nufarm shares or securities when you are aware of inside or confidential information • Inappropriately sharing information or colluding with customers, suppliers, competitors and other third parties in attempt influence outcomes, restrain trade, or restrict fair competition • Engaging in unfair, misleading or deceptive practices • Being or planning to be involved, directly or indirectly, in price-fixing with a competitor by agreeing to fix price or any element of price (for example surcharges, discounts or pricing formulas) • Entering into anti-competitive arrangements to not compete in allocated markets • Providing or requesting bid or tender information from our competitors, or agreeing to refuse particular customers or suppliers
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Conflict of Interest

A conflict of interest exists when a person's interest interferes or may appear to interfere with those of Nufarm. We must all be mindful of relationships and / or associations which may appear to impact our ability to perform work and make decisions objectively and effectively.

Potential conflicts may occur in a variety of circumstances and are not always clear cut or easy to identify. It is important to use our good judgment in all circumstances, and where we have questions or concerns, to raise and discuss these. We all must disclose all potential and actual conflicts of interests to our manager as soon as we become aware to avoid difficult circumstances in the future.

We are committed to:

- conducting business in a professional and competitive manner;
- ensuring all potential conflicts of interest are disclosed and managed appropriately;
- making impartial decisions resulting in the best outcomes for Nufarm and stakeholders; and
- ensuring the Delegation of Authority framework is in place, up to date and adhered to.

✓	✗
<ul style="list-style-type: none"> • We ensure our personal or external interests do not conflict or appear to conflict with our work responsibilities and duties • We are focused on work when we are at work and not our personal or external interests • We identify and disclose any potential conflicts of interest we may have, and seek advice and guidance • We excuse ourselves from situations and processes where we may have a potential conflict or influence • We ensure approvals are in accordance with the Delegation of Authority framework 	<ul style="list-style-type: none"> • Employees, or a member of their family, receive unauthorised or inappropriate benefits as a result of their position • Personal, direct or indirect, business connections with a competitor, customer or supplier • Directly or indirectly influencing recruitment processes for friends, family members of acquaintances • Engaging a supplier you have personal relationship with (eg a relative or close friend) or where you may gain personally • Using your position to obtain advantages, request favours, or unduly influence subordinates, third parties or decision making processes • Receiving cash or anything of value either directly or indirectly from third parties providing services or products to Nufarm • Holding an interest in a business that directly or indirectly benefits from its relationship with Nufarm • Receiving compensation or something of value from a supplier

Protecting Information and Assets

We each have an obligation to protect company assets, resources and information and to use them in the manner they are intended. We must ensure data and information is accurate, kept confidential, and used, retained and disposed of appropriately.

Where we are provided with tools and equipment to conduct our work, including information technology and system access, it is important we use these in a responsible and secure manner. We must take adequate precautions to protect against damage, loss, theft, alteration or unauthorised / inappropriate access. Nufarm understands modest personal use of information

technology and systems is sometimes required, and reserves the right to monitor and audit the use of its information systems, to the extent permitted by law.

We are committed to:

- respecting privacy and maintaining confidentiality;
- protecting people, company assets, information and resources;
- maintaining a secure working environment;
- protecting intellectual property to ensure a competitive advantage through our innovative products and solutions; and
- preserving the accuracy and integrity of records and data.

✓	✗
<ul style="list-style-type: none"> • We responsibly protect confidential and proprietary information by complying with relevant law when collecting, using, disclosing or providing access to information • We manage and comply with our agreements with third parties including confidentiality provisions • We follow policies designed to capture and protect Nufarm's intellectual property • We immediately report and investigate suspected incidents of fraud, theft, waste, damage, loss or inappropriate use • We understand and abide by our information systems policies • We use Nufarm resources for work related purposes and keep personal use to a minimum • We obtain authorisation for entertainment expenditure and legitimate business expenses in line with policy • We ensure third parties we do business with understand and abide by our standards, and have access to our Code 	<ul style="list-style-type: none"> • Disclosing confidential, commercially sensitive or proprietary information without proper authorisation • Deliberate or wilful harm, damage, loss, theft, misuse, carelessness or waste of company equipment, material, or information systems • Fraud or any behaviour where a person attempts to obtain a dishonest advantage • Using Nufarm information systems for excessive or inappropriate personal use • Using Nufarm resources to support external business interests or unauthorised activities • Accessing information when you are not authorised to do so • Leaving information technology or mobile devices unlocked or unattended, using someone else's logon, or sharing your password without authorisation • Using company provided credit, debit or purchasing cards for personal or inappropriate use, or claiming personal expenses as legitimate business expenses

Being a Trusted Partner

We recognise sustainable success cannot be achieved in isolation and relies upon us developing mutually beneficial relationships with our key stakeholders, customers, suppliers, research partners, regulators, governments, shareholders and communities in which we operate in. Our license to operate requires us to be a trusted operator and engage our stakeholders to understand their needs, concerns and aspirations.

We are committed to protecting our reputation and our license to operate by:

- building strong relationships by working collaboratively and transparently with our key stakeholders;
- conducting our business activities without adverse impact on the community;
- operating in accordance with the social and cultural beliefs of each country we operate in, including recognising indigenous people, culture, identity, traditions, practices and customs;
- being recognised as a good corporate citizen and making a positive, sustainable difference to our communities by supporting initiatives promoting health, education, leisure and charitable actions;
- fair and ethical competition based on independence, quality products, excellent customer service and competitive pricing;
- establishing strategic alliances, partnerships, sponsorships and commercial relationships to enhance value and expand our markets;
- effective, fair, equitable and streamlined supplier processes; and
- religious and political impartiality except where the Board believes that it is necessary to comment due to any perceived major impact on the company, its business or any of its stakeholders.

✓	✗
<ul style="list-style-type: none"> • We put our customers at the heart of what we do • We engage and seek to understand social, cultural, environmental and economic implications of our activities with an aim to improve these • We are professional, open, honest, truthful, courteous and cooperative in our dealings with others • We inform our supervisor if we are offered or accept gifts or anything of value • We obtain pre-approval before anything of value is offered or promised to a key stakeholder • We obtain pre-approval for major sponsorships and partnerships and ensure these are managed appropriately and add value to Nufarm • We competitively engage suppliers who share our commitment to ethical practices and high performance using approved processes 	<ul style="list-style-type: none"> • Accepting, soliciting, offering or authorising, directly or indirectly, anything of value (such as a gift, hospitality, entertainment, payment, gratuity, favour, commission, fees, entertainment or loan) which does or may appear to influence business decisions and actions, or is not aligned with our policies and procedures • Accepting anything inappropriate, including of a sexual nature • Personally paying for anything of value in order to avoid complying with the Code • Engaging suppliers who contravene human rights standards, or our Code, Values and standards or without following due process • Ignoring signs that a third party we work with may be engaging in prohibited actions • Directly or indirectly sponsoring or supporting political parties or religious affiliations, without Board approval

People

We value diversity, equal opportunity, respect, inclusion and a culture that offers everyone the opportunity to succeed and to perform to their highest potential. We recognise the value of high performance, engagement and development of our people. We aspire to foster an inclusive environment based on positive team relationships and trust where everyone feels valued and knows their contribution counts.

The strength of our people and relationships with key stakeholders provides us with a competitive advantage. We believe in the contribution of diversity to the richness of Nufarm, our ability to serve customers and to positively contribute to our communities. Diversity contributes to the sustainable growth of our company by building our talent and developing organisational culture, making us better partners within the communities we serve.

We are committed to:

- employment practices that:
 - respect the human rights of all employees and stakeholders;
 - contribute to a culture of high performance and fair treatment;
 - generate a diverse pool of candidates representing the cultures, markets and communities in which we operate;
 - bring a valuable mix of skills, ideas and cultural experience to the company; and
 - ensure selection and compensation are based on merit, business requirements and work related factors;
- an inclusive environment free from harassment, retaliation and unprofessional behaviour;
- innovative thinking through training and development, fostering leadership qualities, and global teams sharing information and ideas; and
- timely, open and effective communication practices that align and inform our employees and key stakeholders.

Part 4:

Acknowledgement & Agreement

By signing this, I hereby acknowledge that I have received and read the information provided to me by Nufarm Australia Limited and/or its subsidiaries, and I agree to accept the responsibilities and requirements detailed in all of Nufarm's employment-related policies and procedures, specifically, that I accept the responsibilities detailed in the Nufarm Code of Conduct.