

Audit and Risk Committee Charter

Approved and adopted by the Board on 27 September 2023

Audit and Risk Committee Charter

Role

1. The role of the Audit and Risk Committee (**Committee**) is to assist the Board of Nufarm Limited (**Board**) in relation to the matters set out in this Charter. The Committee is empowered to investigate or consider any matter as it determines necessary to carry out its duties. The Committee is accountable to the Board for its performance.
2. The Committee's responsibilities are set out in this Charter and include assisting the Board in overseeing and monitoring the following matters concerning Nufarm Limited and its related bodies corporate (**Nufarm**):
 - the integrity of the financial statements and other financial reports and financial reporting systems and processes,
 - the effectiveness of external audit processes,
 - the effectiveness of the internal audit function and systems of internal control,
 - treasury and taxation practices,
 - the effectiveness of risk governance including the Risk Management Framework,
 - any material financial and non-financial risk areas that are not specifically under the remit of other committees,
 - compliance with applicable legal and regulatory requirements and best practices guidelines within the Committee's area of responsibility,
 - the insurance program, and
 - other matters referred by the Board from time to time.
3. The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not have the power or authority of the Board unless specifically set out in this Charter or if the Board otherwise delegates the power to the Committee.

Without limiting its overall role, the Committee will undertake the following:

Financial Reporting and Internal Controls

4. Review the half year and full year financial statements and reports presented by management, together with reports and opinions from external auditors and make recommendations to the Board for the adoption and/or release of the half year and full year financial statements and reports.
5. Review with management and the external auditor any significant financial reporting issues or judgements made by management in connection with the preparation of the Nufarm financial statements, including any significant changes in the application of accounting principles.
6. Review the external auditor's report regarding significant findings in the conduct of their audit and the adequacy of management's response, including the timely rectification by management of any issues raised.
7. Review and discuss with management, the internal audit service provider and the external auditor, any major issues as to the adequacy and effectiveness of Nufarm's internal controls over financial information (including any incidences of fraud), reporting and disclosures as well as the steps to rectify material control deficiencies.
8. Review and discuss the processes by which management provides assurance over the integrity of the information disclosed in any earnings released publicly and the type of information that is included in those presentations including the use of any "pro forma" or "adjusted" information to ensure that there is clarity and ease of understanding in the financial statements.
9. Review the certifications and management representations provided by the Managing Director & CEO and the Chief Financial Officer in relation to the half year and annual financial statements (as required by the Corporations Act and other applicable laws and regulations) and reviewing the overall process used to support the opinions provided in those certificates.

10. Review the dividend policy and make recommendations to the board regarding dividends to be paid.

External Audit

11. Recommend to the Board the appointment and removal of the external auditor subject to shareholder ratification considering the independence, qualifications, performance and effectiveness of the external auditor.
12. Annually review and approve the terms of the engagement and fees of the external auditor ensuring the fee is appropriate for an effective, comprehensive and complete audit.
13. Monitor the rotation of the external auditor lead partner to ensure the lead partner rotates after a maximum period of five years; and that three years will elapse before the former lead audit partner can be involved again in the external audit.
14. Manage the relationship with the external auditor and receive reports directly from the external auditor, including confirmation in writing that they have complied with all professional and regulatory requirements relating to auditor independence prior to the completion of each year's accounts.
15. Review the scope of the audit plan and ensure that material risk areas are incorporated in the audit plan.
16. Review and monitor, at least annually, the effectiveness of the external auditor and assess their performance.
17. Monitor and review the independence of the external auditor, ensuring discussions are had with the external auditor regarding any relationship that may impact on its objectivity or independence, and recommend to the Board any appropriate action to satisfy itself of the auditor's independence.
18. Annually review and approve the policy for the provision of non-audit related services by the external auditor and monitor its application by receiving regular reports on the provision of non-audit related services as approved under the policy.
19. Review with the external auditor matters relating to the conduct of the audit including any major issues, problems and reservations arising from or during the audit, any accounting and audit judgements, levels of error identified and the overall effectiveness of the audit.
20. Periodically meet with the external auditor without management present. The external auditor has unfettered access to the Committee chair, management, employees, records and company facilities to conduct its audit.
21. Review and monitor the scope and adequacy of the external audit, including identified risk areas and any additional procedures with the external auditor on a periodic basis.

Internal Audit

22. Approve the appointment or replacement of the internal audit service provider. The internal audit service provider has unfettered access to the Committee chair.
23. Annually evaluate and approve the scope and adequacy of the internal audit plan and work program.
24. Review internal audit reports including the internal audit service provider's independent opinion and recommendations, management responses, timing and implementation of remedial action and commentary on the effectiveness of Nufarm's internal controls.
25. Annually review the structure, performance, adequacy and organisational independence of the internal audit service provider, including access to management.
26. Meet with the internal audit service provider as often as deemed suitable by the Committee, but no less than twice per year without management present.
27. Annually review the effectiveness of each completed internal audit plan and work program, as relevant.

Treasury and Taxation

28. Review and recommend to the Board, the Group's treasury policies and oversee and monitor compliance with those policies.
29. Review and recommend to the Board, the tax risk management and governance framework (including the tax risk appetite statement).
30. Oversee and monitor the significant tax issues.
31. Consider the implications on Nufarm of any new or proposed accounting or tax practices, principles or developments, disclosure, legislative or regulatory requirements.

Risk Governance

32. Oversee and monitor the identification, assessment, management, prioritisation and reporting of financial and non-financial risks that are material to the operations and achievement of Nufarm's strategy.
33. Assess the effectiveness of performance against the Risk Management Framework and supporting processes.
34. At least every two years, review Nufarm's Risk Management Framework, taking account of issues referred by other board committees, and satisfy itself that the framework continues to be sound and addresses contemporary and emerging risks, for recommendation to the Board.
35. Oversee the identification of, and steps taken to address, any desirable changes to risk culture and periodically report this to the Board.
36. Oversee management's implementation of the Risk Management Framework by monitoring management's measurement, monitoring and reporting of aggregate risk exposures, including those risks that fall under the remit of other board committees.
37. Receive periodic reports on financial and non-financial risks that are material to the operations and achievement of Nufarm's strategy, other than risks relating to occupational health and safety (which is the remit of the People, Safety and Remuneration Committee) and sustainability and environmental risks (which is the remit of the Sustainability and Environment Committee), ensuring that remediation plans and lessons learnt are addressed from these significant incidents in a full and timely manner.
38. Oversee that sufficient resources are dedicated to risk management and compliance within Nufarm.
39. Establish a view of Nufarm's current and future risk position relative to its business and advise the Board on Nufarm's overall current and future risk appetite and risk management strategy.
40. Review and recommend the Risk Appetite Statement to the Board for approval and regularly review and monitor the risk profile and controls of Nufarm for consistency with the Risk Appetite Statement including any remediation plans to bring the risk within appetite.
41. Make recommendations to the Board of any changes that should be made to the Risk Appetite Statement.

Compliance

42. Review and assess the effectiveness of Nufarm's procedures, policies, systems and processes that are in place to ensure compliance with relevant regulatory and legal requirements.
43. Review compliance reports prepared by management in relation to Nufarm's compliance with statutory, legal and other regulatory requirements including identifying any material matters that may have a material impact on Nufarm's activities and reporting those matters to the Board.

- 44. Obtain regular updates from the Group General Counsel and other management, as appropriate, regarding any material litigation, regulatory investigations or material risk relating to Nufarm's compliance with statutory requirements.
- 45. Oversee the preparation and review of the Nufarm Code of Conduct.
- 46. Oversee the process for receipt, retention and treatment of information received under the Speak Up (Whistleblower) Policy and any material breaches of the Anti-Bribery and Corruption Policy and the Code of Conduct.

Insurance

- 47. Oversee Nufarm's insurance program, having regard to the extent and adequacy of Nufarm's annual insurance program. Recommend insured and un-insured risk parameters.

Other Reporting

- 48. The Committee will review and make recommendations to the Board in relation to approval of those risk disclosures in corporate reports, including the Annual Report, that fall within the Committee's remit and the modern slavery report.
- 49. Review and discuss the processes by which management provides assurance over the integrity of the information disclosed in such corporate reports.

Advice

- 50. The Committee has free and unfettered access to senior management, risk and financial control personnel and any other internal or external parties, and may make any enquiries, to fulfil its responsibilities.
- 51. The Committee has the authority to appoint and instruct independent expert advisors who will report back directly to the Committee. The Company Secretary will assist the Committee in securing the service required.

Membership

- 52. The Committee will consist of at least three independent non-executive Directors. At least one member of the Committee must have recent and relevant financial experience and the Committee as a whole is to have a sufficient understanding of the industry in which Nufarm operates.
- 53. Members will be proposed by the Nomination Committee to the Board for approval. The Board will appoint the Committee Chair who will be a member of the Committee. The Chair of the Board may not be the Chair of the Committee.

Meeting Procedures

- 54. The Secretary of the Committee will be the Nufarm Company Secretary or delegated representative.
- 55. The Committee will meet as necessary but not less than four times per year. Any member can request the Secretary to call a meeting.

56. A quorum for any meeting will be two members. In the absence of the Committee Chair, the members shall elect one of their members as Committee Chair for that meeting.
57. The Committee Chair will not have a second or casting vote.
58. The agenda for Committee meetings will be prepared by the Secretary and approved by the Committee Chair and include items required by this Charter and any other items requested by Committee members or management and approved by the Committee Chair.
59. Committee papers will be distributed to Committee members prior to each meeting in sufficient time to enable Committee members to read the papers and properly prepare for the meeting. The Secretary will endeavour to ensure, that to the extent practicable, meeting papers are distributed seven days prior to each meeting. Minutes will be kept of each meeting and will be provided to the Committee and the Board.
60. The Committee will have unfettered access to management, records, external auditors and the internal audit service provider.
61. The Committee Chair will provide a report on Committee matters at the next Board meeting.
62. The Committee may invite any person to attend meetings of the Committee, but not necessarily for the full duration of the meeting. The Committee can meet any person with or without management present.
63. A standing invitation will be issued to the Managing Director and CEO, Chief Financial Officer, Group Executive, Supply Chain, Head of Risk, Assurance and Compliance, engagement partners of the External Auditor. A standing invitation may be issued to the engagement partner of any outsourced or co-sourced internal audit firm.
64. A standing invitation will be issued to all independent non-executive Directors to attend with the consent of the Committee Chair.
65. The Committee will evaluate its performance each year having regard to the requirements in the Charter.
66. The Committee will periodically review the Charter to ensure that it complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Nufarm.