

Our Code of Conduct

September 2024



Table of Contents

A message from the CEO	3
1. Introduction	4
2. Safety at Nufarm.....	5
3. Our Values and Behaviours.....	6
4. Leadership at Nufarm.....	8
5. Conflicts of Interest.....	9
6. Operating Lawfully	10
7. Protecting Company Assets.....	11
8. Privacy and Confidentiality.....	12
9. Third Parties, Customers and Suppliers.....	13
10. Quality	14
11. Sustainability and the Environment.....	15
12. Upholding Human Rights	16
13. Reporting and Enforcement	17
14. Speaking Up	18
15. Amendment	21
16. Code Administration	21

A message from the CEO



Our Commitment

Nufarm has a proud history of delivering what farmers and customers need now, while developing what they need for the future. Nufarm is a global agricultural innovator providing crop protection and seeds technology solutions to help our customers grow a better tomorrow.

We are committed to conducting business consistent with the principles of honesty, integrity and respect which allow us to positively contribute to society. In doing this we strive to build an inclusive and diverse culture that embraces learning and fosters trust. The decisions we make everyday impact our colleagues, our customers and our shareholders.

The Nufarm Code of Conduct emphasises the role that our employees play in building trust, and the approach we should take in making decisions.

During our day to day work, we are faced with situations and decisions where the right response is not obvious or easy.

The safety of our people, our products, our customers and the community is foremost in all that we do. We should always act with integrity and honesty and use our values of respect, agility, responsibility and empowerment to guide our decision making and help us to make ethical choices.

We expect all Nufarm employees to be transparent in their actions. Our Code of Conduct 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.

We are committed to upholding our Code of Conduct both inside and outside of Nufarm. It sets a standard of behaviour and keeps us accountable.



Greg Hunt
CEO

1. Introduction

The purpose of this Code of Conduct (**Code**) is to guide our employees and officers and stakeholders on how to carry out their duties in an honest and ethical manner. Our Nufarm values of responsibility, agility, respect and empowerment guide our decision making, clarify the behaviours we must all demonstrate and help us to make ethical choices.

- 1.1 The board of directors of Nufarm Limited (together with our subsidiaries, Nufarm) has adopted this Code to:
 - (a) promote high standards of personal integrity and honest, ethical and responsible conduct,
 - (b) promote behaviour in accordance with Nufarm's RARE Values and One Nufarm Behaviours and the best interests of Nufarm,
 - (c) deter wrongdoing, and
 - (d) ensure accountability for adherence to the Code.
- 1.2 Nufarm's policy is to promote high standards of integrity by conducting our affairs honestly, ethically and responsibly.
- 1.3 Each individual must act with integrity and observe the highest ethical standards of business conduct in their dealings with Nufarm's customers, shareholders, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code provide a baseline for honest and ethical decision-making.
- 1.4 If you work for us, with us, or on our behalf, then this Code applies to you. You need to be familiar with it, comply with its provisions and report any suspected violations as described in section 14.
- 1.5 This Code must be read and observed in conjunction with our specific global and regional policies and procedures.



2. Safety at Nufarm

At Nufarm, safety isn't just something we talk about, it's something we prioritise. Whether you're dealing with chemicals in a laboratory or walking down the stairs in an office building, your safety and the safety of those around you is of paramount importance.

You must follow our 7 Life Saving Rules set out below which are key to ensuring our people go home to their families safe and well.



3. Our Values and Behaviours

Living the Nufarm behaviours.

You must act in accordance with Nufarm's values and in the best interests of Nufarm. 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 (**Values**) assist us to understand what we must all do to achieve this and strengthen all sections of the Code.

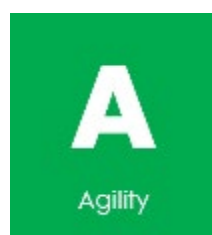


We work together as One Nufarm.

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.



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.



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.



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.

We are guided by our Nine Nufarm behaviours

These behaviours are the practical application of our values.

These are the day-to-day actions that we expect of you and they reflect our brand values of being hands on, down-to-earth and empathetic.

1 O Own outcomes	2 N No surprises	3 E Empower resolution
4 N Never let a colleague down	5 U Uphold safety and wellbeing	6 F Focus on customers
7 A Appreciate contributions	8 R Respect others	9 M Make a difference

4. Leadership at Nufarm

We believe continuous improvement and agility are key to meeting the changing needs of both our employees and our customers. Engaging with people is a fundamental requirement of a Nufarm leader. It's about maintaining an ongoing relationship based on clear and relevant communication. You are expected to comply with our four principles of leadership that help us lead with a growth mindset.



By helping others to understand how their role contributes to the Nufarm strategy with clear communication and a genuine passion for achieving our goals.

(Drives Vision and Purpose, Communicates effectively and Instils Trust)



By encouraging others to be their best and leverage our diversity as an asset. Always look for innovative solutions to business challenges.

(Cultivates Innovations and Builds High Performing Teams)



By seeing ahead to future possibilities and make decisions that move us forward especially when times are tough. Be enthusiastic about learning opportunities and empower others to own their growth at Nufarm.

(Strategic Mindset, Quality Decision Making and Action Oriented)



You're agile in your decision making and inspire the same in others. The customer experience is at the heart of your business choices. You hold yourself and others accountable to achieve results both within the business and with our suppliers and customers.

(Customer Focus, Ensures Accountability and Drives Results)

We believe that these principles help our leaders to be accountable and trusted as well generating organisational impact, enhancing the contribution that both they and their team make to the business while maintaining and developing their ability to influence.

5. Conflicts of Interest

We make decisions in the best interests of Nufarm, free from personal bias.

- 5.1 A conflict of interest can arise when your private interests or activities influence, or appear to influence, your ability to act in the best interests of Nufarm.
- 5.2 You should try to avoid any actual, potential or perceived conflicts of interest, however, sometimes conflicts can arise due to circumstances beyond your control. A reasonably held perception of a conflict can be enough to create a risk for Nufarm's reputation or financial position. If an actual, potential or perceived conflict does arise, you must disclose it. Early disclosure is the best way to manage a conflict of interest.
- 5.3 Whether or not a conflict of interest does or will exist can be unclear. Examples of conflicts of interest include:
- (a) having an investment directly or indirectly in businesses that are contracted to do business for or on behalf of Nufarm,
 - (b) pursuing, awarding or maintaining Nufarm business opportunities for personal gain or the benefit of close relatives,
 - (c) using your work time, equipment, supplies or efforts for something other than Nufarm-approved activities, programs or purposes,
 - (d) receiving gifts, travel, entertainment, hospitality, payments, services or privileges from a person or companies that conduct business or wish to conduct business with Nufarm,
 - (e) being involved in the recruitment of a close relative or friend for a job at Nufarm, and
 - (f) being in a close personal relationship with a person in your line of management including a close relative or a romantic or intimate relationship.
- 5.4 As soon as you become aware of an actual, potential or perceived conflict, you must:
- (a) inform your manager (unless it is inappropriate, for example, if your manager is involved), and
 - (b) report it to the Group General Counsel and Company Secretary for review and approval, for inclusion in the Conflicts of Interest register, and who may put arrangements in place to ensure the conflict does not interfere with the interests of Nufarm as a whole.
- 5.5 If you are in any doubt about a potential conflict of interest, then always discuss it with your manager or the Legal team.



6. Operating Lawfully

We comply with applicable laws.

- 6.1 You must comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which Nufarm operates.
- 6.2 Although you are not expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. You should address questions about compliance to the Legal team.
- 6.3 You must not deal in Nufarm securities (including shares) if you have 'inside information' in relation to those securities. Inside information is information that:
 - (a) is not generally available,
 - (b) if it were generally available, would be material, and
 - (c) you know (or ought reasonably to know) is not generally available and that, if the information were generally available, would be material to the price of Nufarm's securities.
- 6.4 If you have 'inside information' about another company through your role at Nufarm – for example, if it were about to sign a major agreement with Nufarm – then you also must not deal in the securities of that company.
- 6.5 Nufarm is committed to complying with our obligations to keep the market fully informed of information which may have a material effect on the price of value of our securities. If you may become aware of this type of information, then you must be familiar with and comply with Nufarm's disclosure controls and procedures and our internal control over financial reporting, and take all necessary steps to ensure that all publicly filed information, and all other public communications about the financial and business condition of Nufarm, provide full, fair, accurate, timely and understandable disclosure.
- 6.6 If you are involved in the preparation of Nufarm's periodic reports and other public documents, including all financial statements and other financial information, you must comply with applicable laws including the Corporations Act 2001 (Cth) and the ASX Listing Rules.
- 6.7 If you contribute in any way to the preparation or verification of Nufarm's financial statements and other financial information, you must ensure that Nufarm's books, records and accounts are accurately maintained. You must cooperate fully with Nufarm's accounting and internal audit departments, as well as Nufarm's auditors and general counsel.
- 6.8 You must not make any external comments regarding Nufarm's business or operations without authorisation from an authorised spokesperson as outlined in our policies.

7. Protecting Company Assets

We protect Nufarm's assets and ensure they are used efficiently and are not wasted, misused or put at risk of theft. We safeguard our technology, systems and data.

- 7.1 You must protect Nufarm's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Nufarm's profitability and are prohibited.
- 7.2 You must only use Company assets for legitimate business purposes, though incidental personal use may be permitted. You must report any suspected incident of fraud or theft for investigation immediately and in accordance with section 14.
- 7.3 Your obligation to protect Company assets includes Nufarm's intellectual property such as trade secrets and confidential information, patents, trade marks, designs and copyright, as well as business and marketing plans, engineering and manufacturing ideas, databases, records and any non-public financial data or reports. You must not use or distribute our intellectual property without proper authorisation.
- 7.4 You must let us know when you have made an innovation or invention at work or using Nufarm resources, to allow us to capture valuable intellectual property, and support its exploitation by Nufarm in alignment with our global innovation strategies.
- 7.5 Your obligation to protect Company assets includes any assets or information (including confidential information) being held by Nufarm belonging to Nufarm's customers, clients, business partners and shareholders.
- 7.6 You must authorise all transactions undertaken on behalf of Nufarm using our assets or proprietary information in accordance with Nufarm policies and must document those transactions accurately. If you are responsible for record-keeping and accounting you must ensure that Nufarm's books and records are accurate, timely and fair in their description of the assets and transactions of Nufarm.
- 7.7 You must use our IT systems in a way that protects the integrity, confidentiality and availability of company technology and data assets.
- 7.8 You must not act in any way that may compromise Nufarm systems, data or information assets including:
 - (a) not using data storage devices known or suspected to contain pirated software or malware,
 - (b) not deactivating or reconfiguring security controls,
 - (c) not exposing personal login credentials by carelessly responding to emails, text or phone messages from scammers, or
 - (d) transferring or storing our data or information to personal devices or accounts without consent.
- 7.9 You may not use our IT systems at any time for any unlawful purpose including to store or transmit illicit or offensive materials and you must comply with our acceptable use policies.

8. Privacy and Confidentiality

We will ensure privacy and maintain confidentiality.

- 8.1 You must maintain the confidentiality of information entrusted to you by Nufarm and by our customers, suppliers or partners, except when disclosure is expressly authorised or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to Nufarm's competitors or harmful to Nufarm or our customers, suppliers or partners if disclosed. The obligation to maintain the confidentiality of information remains even after the individual ceases to be employed or hold office with Nufarm.
- 8.2 You may only collect information for Nufarm for a legitimate business purpose.
- 8.3 You must collect, store, and handle personal information with respect and due care (whether online, digitally or physically) and in accordance with all applicable laws.



9. Third Parties, Customers and Suppliers

We will deal fairly with third parties, customers and suppliers.

- 9.1 You must deal fairly with Nufarm's shareholders, customers, suppliers, competitors, employees and anyone else with whom you have contact in the course of performing your work duties. You cannot take unfair advantage of anyone through bribery or other corrupt practices, manipulation, concealment, abuse or privileged information, breaching privacy or confidentiality requirements, deception, misrepresentation of facts or any other unfair dealing practice.
- 9.2 Nufarm prohibits bribery and corruption in all of our business. You must not offer, provide or receive anything of value to or from a public official or someone in business, either directly or indirectly, to obtain or retain a commercial advantage or to induce or reward the recipient, or any other person, for acting improperly.
- 9.3 You must not offer or accept any gift, travel, entertainment or hospitality in connection with your work at Nufarm if it could be judged to affect your impartiality, implies a conflict of interest or exceeds the reportable threshold outlined in our Gifts and Hospitality Procedure without prior approval in accordance with that procedure.
- 9.4 You must not make charitable or political donations, unless you are one of the few people authorised to do this under our Anti-Bribery and Anti-Corruption Policy.
- 9.5 Nufarm is committed to fair trading, including in compliance with all relevant consumer protection laws. You must always act with integrity and honesty when dealing with customers and suppliers, and not engage in misleading and deceptive conduct.
- 9.6 Nufarm respects our competitors and will not misuse our position to restrict competition. You must actively promote compliance with competition, antitrust and related laws. In particular, you must not enter into agreements or understandings that have the purpose or effect of unlawfully restricting competition, including price fixing, market sharing, restricting output and bid rigging. You must not abuse or misuse market power or a dominant position in a market. This covers both interactions with competitors, and with suppliers and customers.
- 9.7 Nufarm is committed to complying with sanctions and restrictions on trade imposed by governments and international bodies (such as the United Nations) that restrict us from entering into agreements or arrangements with certain countries, entities and people. You must not breach sanctions obligations by conducting business with sanctioned or designated people, supplying sanctioned products to a sanctioned country or otherwise failing to comply with the screening processes set out in our policies. Before you do business with someone, you must check the sanctions list on the Vine and follow the advice of the Legal team.

10. Quality

Product quality is integral to our success.

- 10.1 Nufarm is committed to providing safe, reliable products to our customers, and believes this is achieved through a strong organisational culture committed to quality assurance.
- 10.2 Recognising the importance of quality and stewardship in the workplace, you must adhere to established quality procedures which meet both customer and interested parties' requirements.
- 10.3 You must promote quality assurance as a core value within in all our business activities and stay up to date with your training.



11. Sustainability and the Environment

We are committed to agricultural sustainability and the sustainability of our operations.

- 11.1 You are expected to support our efforts to progress the important environmental, social and governance issues we have identified through engagement with our stakeholders, including sustainable agricultural innovation, decarbonisation and climate change adaptation, employee and community safety, health and wellness, compliance and the regulatory environment, and product safety and stewardship.
- 11.2 You must understand and comply with Nufarm's sustainability and environment policies and procedures and the relevant environmental regulatory requirements in your jurisdiction. Always report any actual or potential environmental incidents in accordance with our policies.
- 11.3 You must act in a way that supports the achievement of and reporting against our sustainability goals and targets, including our public targets for greenhouse gas emissions and diversity.



12. Upholding Human Rights

We are committed to a work environment where human and labour rights are respected and upheld. We expect the same standards from our contractors and suppliers.

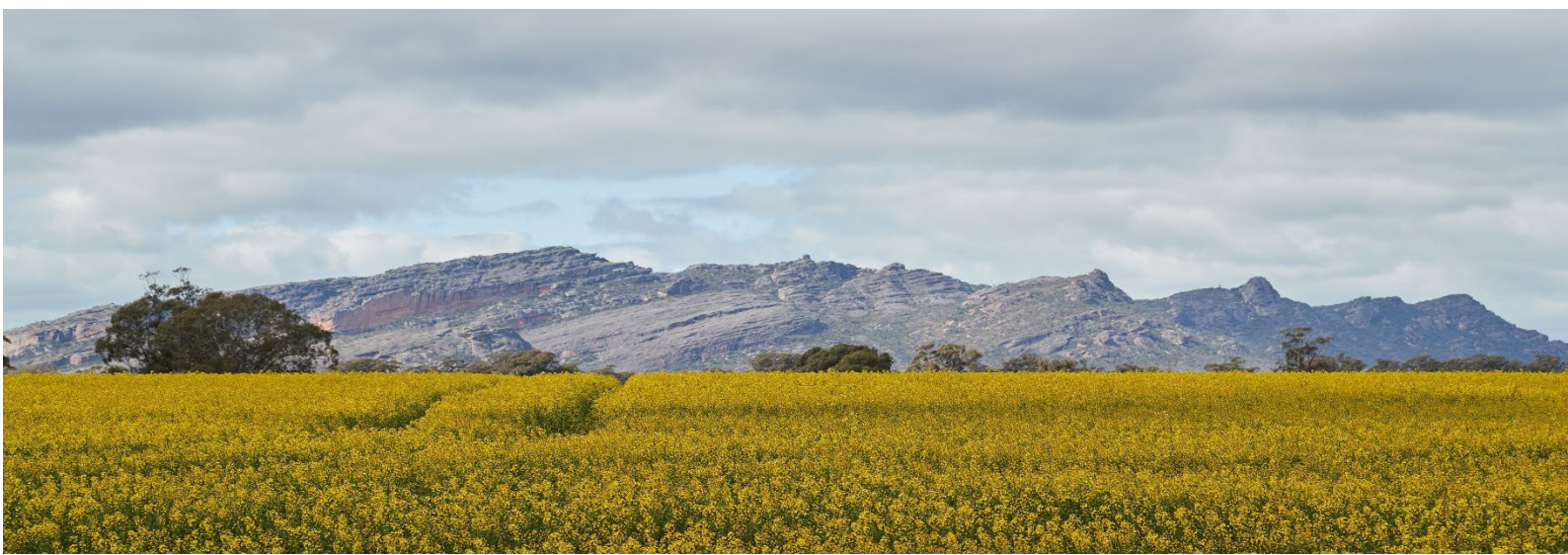
- 12.1 Nufarm is committed to providing a safe, fair and respectful work environment that is free of unlawful discrimination, harassment, sexual harassment, violence, bullying and victimisation. You are expected to foster a respectful and inclusive work environment that adheres to the requirements of human rights law and related workplace legislation. Nufarm will not tolerate acts of discrimination based on age, race, colour, national or ethnic origin, disability, parental status, gender, sex, sexual orientation or any other unlawful ground of discrimination.
- 12.2 We actively aim to leverage the unique talents, strengths, and backgrounds of all employees to create a thriving, welcoming work environment where everyone is valued and empowered to contribute their best. We know this comes from nurturing a workplace in which individuals are valued for their diversity, can bring their whole self to work and be empowered to reach their full potential. You must treat all other employees in a way that ensures our workplace is free from discriminatory activities and practices.
- 12.3 Nufarm is also committed to ensuring that slavery and human trafficking are not occurring anywhere in Nufarm's business or supply chain, or by Nufarm's third-party business partners. You are expected to adhere to the requirements of applicable modern slavery laws and related human rights law, and to communicate to, and uphold those requirements with, Nufarm's third-party business partners.



13. Reporting and Enforcement

We take prompt and consistent action against violations of this Code.

- 13.1 The Group General Counsel and Company Secretary must report to the Audit and Risk Committee on any actions prohibited by this Code involving:
 - (a) a material breach of the Code by Officers or any member of the Nufarm Leadership Team (NLT) including but not limited to threatening or abusive behaviour, violence, fraudulent activities, discrimination, breach of confidentiality and illegal activities,
 - (b) a breach of the Code that is a criminal act, or
 - (c) repeated breaches of this Code that likely establishes a systemic issue,(each a **Material Breach**).
- 13.2 After receiving a report of an alleged prohibited action, the relevant manager and Group General Counsel and Company Secretary or the Audit and Risk Committee (as applicable) must consider the most appropriate policy and process that may apply to the alleged prohibited action and promptly take all relevant actions necessary to investigate in accordance with the appropriate policy.
- 13.3 You are expected to cooperate fully in any investigations of Potential Misconduct.
- 13.4 If, after investigating a report of an alleged Material Breach, the Audit and Risk Committee determines that a Material Breach has occurred, the Audit and Risk Committee will report such determination to the Board.
- 13.5 On receipt of a determination that there has been a breach of this Code (whether Material or not), the relevant manager and Group General Counsel and Company Secretary together with the regional People & Performance Leads or Group Executive, People and Performance will take such preventative or disciplinary action as they deem appropriate, including, but not limited to, termination of contract for non-employees, reassignment, demotion, or other disciplinary action including dismissal of employees.
- 13.6 Any person being investigated for breach of this Code will be dealt with fairly and in accordance with local Disciplinary and Grievance Policies.



14. Speaking Up

The standard that you walk past is the standard you accept. At Nufarm, we don't walk past conduct that violates our Code.

- 14.1 You should use the questions set out below to help you to identify when you might speak up. If you feel uncomfortable or have difficulty answering any of these questions, then you should consider speaking up.



Health, Safety & Environment

Could it directly or indirectly endanger someone or result in an injury? What are the potential impacts on the environment?



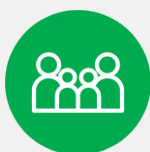
Values

Is it aligned and consistent with our Values, behaviours and expectations?



Conscience

Does it fit with my personal values? Would I prefer to keep it a secret?



Family and friends

Am I comfortable telling my family and friends? What would I tell someone else to do if they were in this situation?



Law

Is it legal and aligned with our policies, procedures and guidelines? Could this impact our relationship with regulators or our license to operate?



Stakeholders

What would my manager, customer or shareholder want me to do? Would my manager or colleagues consider it appropriate?



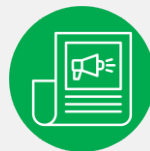
Communities

How would the local community respond? Could it impact our license to operate?



Feel

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

What would the reaction be if it was reported in the media? Would I feel comfortable about it?

- 14.2 You are encouraged to report any information that you reasonably suspect indicates a breach of this Code (an example of Potential Misconduct). Your concerns should have reasonable grounds, meaning that a reasonable person in your position would also suspect Potential Misconduct. You are encouraged to make a report even if your concerns turn out to be incorrect, although of course you should not make a report if you know it is wrong at the time of reporting.
- 14.3 If you become aware of Potential Misconduct, then we encourage you to speak up by raising your concerns directly to the person to whom the issue relates, where it is appropriate and if you feel comfortable and safe to do so.
- 14.4 If not, and in any event for any Potential Misconduct that is threatening or abusive behaviour, violence, fraudulent activities, discrimination, breach of confidentiality or illegal activities, you are encouraged to speak up by contacting any of the following people, by email, telephone or in person:
- (a) your manager,
 - (b) the People and Performance, Legal or Risk teams, or
 - (c) any of the Speak Up Protection Officers detailed below.

Speak Up Protection Officer	Position	Email	Telephone number
Kate Hall	Group General Counsel and Company Secretary	kate.hall@nufarm.com	+61 401 047 998
Paul Townsend	Chief Financial Officer	paul.townsend@nufarm.com	+61 488 202 767
John Holding	Group Executive, People and Performance	john.holding@nufarm.com	+61 427 849 911
Steven Johnstone	Global Head, Risk Assurance and Compliance	steven.johnstone@nufarm.com	+61 439 586 631
Lynne Saint	Chair of the Audit and Risk Committee	lynne.saint@nufarm.com	NA

- 14.5 If you do not feel comfortable reporting an issue through one of these channels, you can use the independent and confidential Integrity Helpline that has been established for this specific purpose. You can access the Integrity Helpline at: <https://secure.ethicspoint.com/domain/media/en/gui/60654/index.html> or on the telephone numbers shown on that website.



- 14.6 In some countries, you are entitled to report misconduct, wrongdoing or improper conduct to a designated government regulator who is responsible for the regulation of corporations.
- 14.7 You may not victimise or cause detriment to someone else (or threaten to do so) because of a belief that a person has, will or could speak up on reasonable grounds. Examples of detriment include discrimination, harassment, intimidation, retaliation, causing physical or psychological harm, damaging property, varying an employee's role or duties, or demoting or dismissing the person. Nufarm is committed to the protection of people who speak up against action taken in reprisal for making reports. Any acts of retaliation will be dealt with utilising local Disciplinary and Grievance Policies and with due regard to the Speak Up Policy.
- 14.8 We will protect if you make a report honestly and on reasonable grounds.

For more information on how we encourage and support the reporting of potential misconduct, refer to our [Speak Up Policy](#).

15. Amendment

- 15.1 The Board or Audit and Risk Committee may, from time to time, change, modify, review periodically or delete provisions of this Code without notice.
- 15.2 The Board will ensure that the updated Code is made available on Nufarm's website or in our annual report.

16. Code Administration

The Group General Counsel and Company Secretary is responsible for the administration of this Code. If you have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code, you may contact the Group General Counsel and Company Secretary.

Reviewed and updated: 24 September 2024

