

13 December 2024

The Manager  
Company Announcements Office  
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SYDNEY NSW 2000

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[nufarm.com](http://nufarm.com)

## ELECTRONIC LODGEMENT

Dear Sir/Madam

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

Nufarm Limited will hold its Annual General Meeting at our head office at 103-105 Pipe Road, Laverton North Victoria 3026 and online on **Tuesday, 4 February 2025 at 11.00am (AEDT)**.


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

- Proxy Form; and
- Access Letter.

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

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

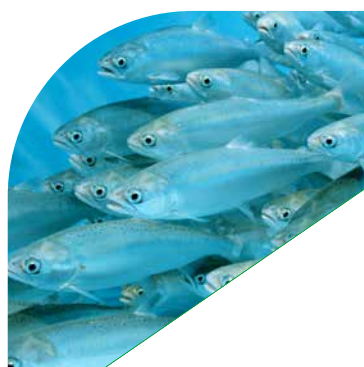
Authorised for lodgement by



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

Nufarm Limited  
**Notice of Annual General Meeting**  
4 February 2025

For personal use only



## Chair's Letter



Dear Shareholder

I am pleased to invite you to the Annual General Meeting (**Meeting** or **AGM**) of Nufarm Limited (**Nufarm**), which will be held as a hybrid meeting at our head office in Laverton, Melbourne, and online at 11.00am (AEDT) on Tuesday 4 February 2025. This Meeting relates to Nufarm's financial year ending 30 September 2024.

Shareholders can watch, vote and ask questions in relation to the business of the Meeting in real time whether attending in person or virtually. Information on how to participate virtually is set out in the accompanying Notice of Meeting (**NOM**) and in the Online Meeting Guide which is available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

FY24 saw the culmination of a period of board renewal, and we now have a board with a diverse mix of skills, experience and tenure that is well aligned with the current and future needs of our business as a global agricultural innovator. David Jones has completed his first term and is standing for re-election at this meeting. We greatly value David's extensive global experience and his contribution to date and the board recommends his re-election to shareholders.

We are also seeking approval for the grant of performance rights to our CEO and Managing Director under our EIP. Further details about the proposed grants are included in the explanatory notes accompanying this NOM, and I encourage you to review our FY24 remuneration report, which details our approach to remuneration and the changes made to our EIP for FY24 in consultation with key stakeholders.

FY24 was a challenging year for the crop protection industry, however we were able to compete vigorously and at the same time continue to invest in our innovation and growth agenda. Importantly, we maintained strong financial discipline across the year and, as we enter FY25, our balance sheet is strong and we are well positioned for the year ahead.

### How to vote

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

Directors recommend that shareholders vote in favour of resolutions 2 to 4. Information on voting, including how to vote directly and appoint a proxy, are available in the Notes relating to Voting section on page 4 of the NOM. If you cannot join the Meeting in person or online, you may appoint a proxy to attend and vote on your behalf. To do this you must appoint a proxy and lodge a proxy vote so that it is received no later than 11.00am (AEDT) on Sunday 2 February 2025.

### 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 2024.

Please submit written questions:

- by using an online shareholder question form at Nufarm's website at [www.nufarm.com/investor-centre/annual-general-meeting](http://www.nufarm.com/investor-centre/annual-general-meeting), or
- online at [www.investorvote.com.au](http://www.investorvote.com.au) when voting online.

Please note, that any questions to the Company or Auditor must be received by 5.00pm (AEDT) on Tuesday 28 January 2024. Further information on how to ask a question is available in the Notes relating to Voting in the Notice of Meeting.

#### *Asking questions during the meeting*

During the AGM, shareholders as a whole will have a reasonable opportunity to ask questions or make comments:

- verbally in person at the Annual General Meeting,
- in writing via the online platform at <https://meetnow.global/MCPAF4F>, or
- verbally via the online platform following the instructions.

Only verified shareholders, proxyholders and corporate representatives may ask questions at the Meeting or online. More detailed information on how to ask questions during the AGM is provided in the Online Meeting Guide which is available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

People who register as guests to view the AGM through the platform will not be able to vote or ask questions.

For those that are not able to join the Meeting, the webcast of the meeting will be available at [www.nufarm.com/investor-centre/annual-general-meeting/](http://www.nufarm.com/investor-centre/annual-general-meeting/).

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

A handwritten signature in black ink, appearing to read 'JG' or 'John Gillam'.

**John Gillam**

Chair

13 December 2024

# Business of the AGM

**NOTICE IS GIVEN** that the **109th Annual General Meeting (Meeting or AGM)** of Shareholders of Nufarm Limited (Nufarm or the Company) will be held at Nufarm headquarters, 103-105 Pipe Rd, Laverton North, Victoria 3026 and online on Tuesday, 4 February 2025 at 11.00 am AEDT.

## Ordinary Business

### 1 Financial Reports and Statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 September 2024.

### 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 2024 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 2024 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 Re-election of Director

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

*That David Jones, being eligible, be re-elected as a Director of the Company.*

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

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

*That, for the purpose of Listing Rule 10.14 and all other purposes, approval be given for the issue of up to 90,982 Rights to the Company's MD and CEO, Greg Hunt, in accordance with the terms of the FY24 grant under the Company's Executive Incentive Plan as set out in the Explanatory Notes which accompany the Notice of AGM.*

#### *Voting exclusion statement for Item 4*

The Company will disregard any votes on Items 4:

- cast in favour of the resolution by or on behalf of the MD and CEO, Greg Hunt, and his associates, regardless of the capacity in which the vote is cast, or
- cast as a proxy by a person who is a member of the Company's KMP on the date of the meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast by:

- such persons appointed as proxy or attorney on behalf of a person who is entitled to vote on this resolution, in accordance with the direction on the submitted voting instructions,
- the Chair of the AGM, as proxy for a person who is entitled to vote on this resolution, in accordance with the direction given to the Chair to vote on this resolution as the Chair decides, or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - 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



**Kate Hall**

Company Secretary  
13 December 2024



# Notes relating to voting

## Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares in the Company as at **7.00 pm (AEDT) on Sunday 2 February 2025** will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares attends the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose first name appears first on the register will be counted.

## Exercising your right to vote

Voting on all resolutions will be conducted by a poll.

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

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to restrictions on voting referred to above).

On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,

the Chair of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Shareholders are encouraged to submit their vote in advance of the Meeting by appointing a proxy at [www.investorvote.com.au](http://www.investorvote.com.au) by 11:00am (AEDT) on Sunday 2 February 2025.

## Proxies

A shareholder entitled to attend and vote at the Meeting can appoint a proxy to attend and vote on their behalf. Instructions on how to appoint a proxy are on the online voting website, [www.investorvote.com.au](http://www.investorvote.com.au)

A proxy need not be a Shareholder of Nufarm and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the "for", "against" or "abstain" box on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed. If no direction is given, the proxy may vote as it sees fit, subject to any voting restrictions applicable to the proxy. Unless the Chair of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on Items 2 or 4 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on Items 2 and 4.

Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the online meeting guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

Either the original, facsimile or electronic transmission of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the Meeting (i.e. by no later than 11.00am (AEDT) on Sunday 2 February 2025). Any Proxy Form received after this deadline, including at the AGM, will be invalid.

<b>Post</b>	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
<b>Fax</b>	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
<b>Online</b>	by visiting <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> and quoting the 6 digit control number found on the front of your Proxy Form.
	Intermediary Online subscribers (custodians) can lodge a proxy online by visiting <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a>

Additional Proxy Forms can be obtained from Nufarm Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 652 479 (within Australia) or +61 3 9415 4360 (outside Australia).

## Proxy voting by the chair

If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, and you do not direct the Chair of the Meeting how to vote on Items 2 or 4, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your undirected proxy on the resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP. If you do not direct the Chair of the Meeting how to vote on an item of business, the Chair as your proxy intends to vote IN FAVOUR of all Resolutions.

## Corporate shareholders

A body corporate that is a shareholder may appoint an individual as its representative to exercise any of the powers the body may exercise as a shareholder at general meetings of Nufarm or in the capacity of a shareholder's proxy at general meetings of Nufarm. The appointment must comply with the requirements of section 250D of the Corporations Act. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.

The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Meeting, unless it has previously been given to the Company.

## Voting by attorney

A shareholder entitled to attend, and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company.

If you wish to appoint an attorney to act on your behalf at the Meeting, your appointment must be made by a duly executed Power of Attorney. The Power of Attorney must be received by no later than 11.00am (AEDT) on Sunday 2 February 2025 or unless it has been previously provided to Nufarm.

## Participating at the meeting

Shareholders, proxyholders and authorised corporate representatives can attend the AGM either in person by attending at the Nufarm headquarters in Laverton North, Melbourne, or by participating via the online platform at <https://meetnow.global/MCPAF4F>.

Shareholders and proxyholders will be able to participate in the Meeting online using your computer, your mobile phone or device via the Computershare online meeting platform. This platform enables shareholders, proxyholders, attorneys and authorised representatives to view the meeting live, ask questions verbally or via a live text facility and vote.

**You can participate in the Meeting online by entering this link in your browser: <https://meetnow.global/MCPAF4F>**

Further information about how to log in to the Computershare online meeting platform, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the online meeting guide, which you can access online at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

Online registration will open at 10.00am (AEDT) on Tuesday 4 February 2024 (one hour before the AGM commences). Nufarm recommends that participants register at least 15 minutes before the AGM is scheduled to commence.

### Shareholder login details:

Shareholders will need the following information in order to login to the AGM online platform:

- Your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)
- The postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should select their country from the drop-down box.

### Proxyholder login details:

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

## Questions for the company

Shareholders may submit written questions to the Company before the Meeting. Any questions must be received by no later than 5:00pm (AEDT) on Tuesday 28 January 2025. Please submit your written questions online by:

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

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

Shareholders may ask questions at the Meeting or may also submit questions and comments online during the Meeting via the Computershare online meeting platform. More detailed information on how to ask questions during the AGM is provided in the Online Meeting Guide which is available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

Please note, only shareholders, proxyholders, attorneys and authorised corporate representatives may ask questions and only once they have been verified.

## Questions from the auditor

Shareholders may submit written questions to the Company's auditor, KPMG, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 30 September 2024.

Any questions must be received by no later than 5:00pm (AEDT) on Tuesday 28 January 2025. Please submit your written questions online by:

- Emailing Investor Relations at [grant.saligari@nufarm.com](mailto:grant.saligari@nufarm.com); or
- online at [www.investorvote.com.au](http://www.investorvote.com.au) (by logging on and selecting "Voting").

## Technical difficulties

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

Where they consider it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy by 11.00am (AEDT) on Sunday 2 February 2025, even if they plan to attend.

# Explanatory Notes of Meeting

These explanatory notes form part of the Notice of Meeting and should be read in conjunction with it. These explanatory notes have been prepared to provide shareholders with important information regarding the items of business referred to in the Notice of Meeting of Nufarm. These Explanatory Notes should be read carefully by Shareholders prior to the Meeting.

## Item 1: Financial Reports and Statements

The Financial Report, Directors' Report and Auditor's Report of the Nufarm Group, prepared on a consolidated single entity basis for the year ended 30 September 2024, will be laid before the Meeting as required by the Corporations Act. This item does not require a Shareholder vote.

The Chair of the Meeting will give shareholders as a whole a reasonable opportunity to ask questions and make comments on the financial statements and reports and to ask the Auditor questions relevant to the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company, and the independence of the Auditor.

The Financial Report, Directors' Report and Auditor's Report are available from the Company's website at <https://nufarm.com/results-presentations/>.

## Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 59 to 77 of the Company's 2024 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 2024.

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

### Directors' Recommendation

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

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

A voting exclusion applies to this resolution.

## Item 3: Re-election of Director

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

Further information on the Board's approach to Director appointment, election and re-election process can be found in our 2024 Corporate Governance Statement at <https://nufarm.com/investor-centre/corporate-governance/>.



### Dr David Jones, BA (Hons) Science, PhD

David joined the Board on 23 June 2021 as an independent, non-executive Director. David is chair of the innovation committee and a member of the people, safety and remuneration committee and the nomination committee.

David has held chair and director roles in large global agricultural business. His experience includes head of business development at Syngenta and former chairman of Zeneca China, Arysta Life Science and Plant Impact. David has broad leadership experience in operations, strategy, mergers and acquisitions and intellectual property in multiple jurisdictions including Asia, Latin America, Europe and the United States. David is based in Switzerland.

Since joining Nufarm in June 2021, David has demonstrated that his extensive global agricultural experience, particularly with respect to innovative technologies, enhances the Board's ability to oversee Nufarm's performance.

The Board considers that David Jones is an independent Director.

### Directors' Recommendation

The Board (excluding David Jones) unanimously recommends that shareholders vote in favour of resolution 3.

## Item 4: FY24 Grant of Rights to the MD and CEO under the EIP

### Background to Executive Incentive Plan (EIP)

Nufarm's EIP rewards achievement against a combination of financial and non-financial performance measures that are aligned to the creation of shareholder value over both the short term and long term. A combination of financial and non-financial measures achieved over a 12 month performance period determines the number of Rights that may be awarded. Those Rights are subsequently tested after a further 3 year vesting period against a rTSR measure and other strategic measures supporting our long-term objectives. Offers made under the EIP are made pursuant to the Equity Incentive Plan Rules.

Item 4 set out in the Notice of AGM seeks approval for the proposed issue of Rights to the MD and CEO (as well as the allocation of Shares upon vesting of those Rights) in respect of the grant of the FY24 EIP Rights. These Rights are granted in

respect of the performance achieved in the performance period from 1 October 2023 to 30 September 2024, and will be tested at the end of FY27.

### FY24 EIP award outcome

The Board assessed each of the FY24 EIP award measures and determined that all financial metrics were below threshold and non-financial metrics were substantially achieved. The Board determined that the MD and CEO achieved 18.75% or \$372,939 of his potential target opportunity in respect of the 12 month performance period ending 30 September 2024. The annual cash award gateway, which tests uEBIT over Year 1, was not met. This means the award will be delivered in Rights only, subject to shareholder approval, on the terms set out below.

### Key material terms of FY24 EIP Rights

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

Term	Explanation												
Number of Rights allocated	<p>The total number of Rights to be granted to the MD and CEO under the FY24 EIP award is 90,982.</p> <p>The number of Rights to be granted was determined by dividing the value of the Rights component of the FY24 EIP award (being \$372,939) by the volume weighted average price of Nufarm Shares in the five trading days following the 2024 full year results announcement (being \$4.0989).</p>												
Date of grant	If shareholder approval is obtained, it is intended the Rights will be granted to the MD and CEO shortly after the Annual General Meeting. In any event they will be granted within 12 months of receiving shareholder approval.												
Term of Rights	<p>Under the FY24 EIP Rights, the Rights granted to the MD will vest subject to the satisfaction of Vesting Conditions and will be tested following the end of the vesting period (1 October 2024 – 30 September 2027).</p> <p>Any Rights that do not vest following testing will lapse.</p>												
Vesting Conditions	The Vesting Conditions for the Rights are as follows:												
	<table><tr><th>Measure</th><th>Weight</th><th>Target</th></tr></table>	Measure	Weight	Target									
	Measure	Weight	Target										
	<table><tr><td rowspan="4">ROFE</td><td rowspan="4">50%</td><td>50% of the award is payable at target.</td><td rowspan="4">100% of the award is payable at 105% of target. Straight line vesting will occur between target and stretch.</td></tr><tr><td>ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period.</td></tr><tr><td>As the target is commercially sensitive it will be disclosed retrospectively.</td></tr><tr><td></td></tr></table>	ROFE	50%	50% of the award is payable at target.	100% of the award is payable at 105% of target. Straight line vesting will occur between target and stretch.	ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period.	As the target is commercially sensitive it will be disclosed retrospectively.						
	ROFE			50%		50% of the award is payable at target.	100% of the award is payable at 105% of target. Straight line vesting will occur between target and stretch.						
						ROFE will be measured based on the ROFE target in the final year of the 3 year budget for the performance period.							
						As the target is commercially sensitive it will be disclosed retrospectively.							
	<table><tr><td rowspan="5">rTSR</td><td rowspan="5">40%</td><td>Percentile rank</td><td>% vesting</td></tr><tr><td>Less than the 50th percentile</td><td>0%</td></tr><tr><td>50th percentile</td><td>50%</td></tr><tr><td>Between the 50th and the 75th percentile</td><td>Straight line vesting between 50%-100%</td></tr><tr><td>75th percentile or above</td><td>100%</td></tr></table>	rTSR	40%	Percentile rank	% vesting	Less than the 50th percentile	0%	50th percentile	50%	Between the 50th and the 75th percentile	Straight line vesting between 50%-100%	75th percentile or above	100%
	rTSR			40%	Percentile rank	% vesting							
Less than the 50th percentile					0%								
50th percentile					50%								
Between the 50th and the 75th percentile					Straight line vesting between 50%-100%								
75th percentile or above		100%											
<table><tr><td>ESG Outcomes</td><td>10%</td><td>On track to meet the targets applicable at 2027 or beyond as published in our 2024 sustainability report, including 30% reduction in emissions from our manufacturing sites by 2030.</td></tr></table>	ESG Outcomes	10%	On track to meet the targets applicable at 2027 or beyond as published in our 2024 sustainability report, including 30% reduction in emissions from our manufacturing sites by 2030.										
ESG Outcomes	10%	On track to meet the targets applicable at 2027 or beyond as published in our 2024 sustainability report, including 30% reduction in emissions from our manufacturing sites by 2030.											
Performance against these measures will be assessed by the Board at the end of FY27. Vesting cannot exceed 100%.													
Other required information – ASX Listing Rules	Refer to Appendix B.												

A voting exclusion applies to resolution 4.

### Directors' Recommendation

The Board (excluding Greg Hunt) unanimously recommends that shareholders vote in favour of resolution 4.



# Explanatory Notes of Meeting continued

## Appendix A – Other material terms for the FY24 EIP Rights

Term	Explanation
Rights	Each Right is an entitlement to acquire a Share, or cash equivalent value, subject to satisfaction of the Vesting Conditions.
Price payable for Rights	No amount is payable in respect of the grant of Rights, nor in respect of any Shares allocated on vesting of Rights.
Allocation of Shares on vesting	As soon as practicable following vesting of a Right, the Board may issue, or procure the transfer of Shares in respect of Rights that have vested. Nufarm also operates an employee share trust to acquire, hold or provide Shares for the purposes of the EIP. The Board may also exercise its discretion to make a cash payment to the MD and CEO in lieu of an allocation of Shares.  Unless the Board determines otherwise, no trading restriction will be placed on Shares acquired following vesting, subject to the Nufarm's Security Trading Policy.
Cessation of employment	Unless the Board determines otherwise:  1 if the MD and CEO is Terminated for Cause prior to the vesting of Rights, all unvested Rights will lapse. 2 if the MD and CEO ceases employment for any other reason prior to the vesting of Rights, those Rights will remain on foot and will be tested at the end of the applicable Vesting Period.
Decision on vesting of Rights / clawback	The Board has absolute discretion regarding the amount and timing of vesting of any Rights.  Within the remuneration framework, under specific circumstances, the Board has discretion to lapse or enforce forfeiture (or potentially cash repayment where an award has been issued as cash or converted into cash) of any Right or Shares allocated under the EIP under the terms of the relevant plans.
Change of Control	Where a Change of Control Event occurs, the Board has discretion to determine the treatment of unvested Rights. If the Board does not exercise discretion, then Rights will vest in full upon a change of control.
Dividends and other distributions	Rights do not carry any dividend or voting rights.  Shares allocated on vesting of Rights carry the same dividend and voting rights as other shares issued by the Company.

## Appendix B – Other required information – ASX Listing Rules

Approval is being sought from shareholders for all purposes, including for the purpose of ASX Listing Rule 10.14. ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders.

The EIP was adopted on 1 October 2021. Grants were previously made to the MD and CEO under the EIP in relation to FY22 and FY23.

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

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

Fixed annual remuneration (including superannuation)	\$1,536,285
Target opportunity under the EIP	134% of FAR, being \$2,058,621 which if awarded is delivered 32% in cash and 68% in Rights.

Further information on the MD and CEO's remuneration is set out in the 2024 Remuneration Report.

Details of any Rights issued under the EIP are published in the Remuneration Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in any issue of shares under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

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

The Board considers that it is in the best interests of shareholders to provide the MD and CEO with equity-based incentives to ensure there is alignment between satisfactory returns to shareholders and reward to the MD and CEO as an executive Director. The Company uses Rights because they create alignment between the executive and ordinary shareholders but do not provide the executive with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. As the Rights form part of the MD and CEO's remuneration, they will be issued at no cost.

## Appendix C – Definitions

Term	Definition
AGM	means Nufarm's Annual General Meeting
Remuneration Report	means Nufarm's Remuneration Report
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange operated by it, as the case requires.
ASX Listing Rule	means the listing rules of ASX, as amended from time to time
Board	the board of directors of the Company, any committee of the board or a duly authorised person or body to which the board has delegated its powers under these Rules
CEO	means chief executive officer
Company	Nufarm Limited ACN 091 323 312
Chair	means the individual acting as chair of the AGM
Change of Control Event	where there is a: <ol style="list-style-type: none"> <li>1 Takeover Bid for Shares; or</li> <li>2 other transaction, event or state of affairs,</li> </ol> that, in the Board's opinion, is likely to result in, or should otherwise be treated as, a change in the Control of the Company
Corporations Act	Corporations Act 2001 (Cth)
EIP	means the Nufarm Limited Executive Incentive Plan
EIP Rules	means rules of the Equity Incentive Plan
ESG	means environmental, social and governance
FAR	means fixed annual remuneration
FY	means financial year
Group	means the Company and each Related Body Corporate of the Company
MD	means managing director
Nufarm	means Nufarm Limited ACN 091 323 312
Nufarm Sustainability Report	Nufarm prepares an annual sustainability report which aligns with our financial reporting year and details ESG outcomes from the 12-month period ending 30 September.
Participant	means a person who has been allocated a Right under the EIP Rules from time to time
rTSR	means relative total shareholder return
Related Body Corporate	has the meaning given in section 50 of the Corporations Act 2001 (Cth)
Right	an entitlement to a Share or, in certain circumstances, to a cash payment, subject to satisfaction of applicable conditions (including any Vesting Condition) and compliance with any applicable exercise procedure
ROFE	means average group underlying return on funds employed
Share	means a fully paid ordinary share in the capital of the Company. A reference to a Share includes a reference to a Restricted Share
Takeover Bid	has the meaning given in section 9 of the Corporations Act
Terminated for Cause	means where the Participant's employment with the Group is terminated because they: <ul style="list-style-type: none"> <li>• acted fraudulently or dishonestly;</li> <li>• engaged in serious or wilful misconduct;</li> <li>• are seriously negligent in the performance of their duties;</li> <li>• committed a serious breach of their employment contract;</li> <li>• committed an act, whether at work or otherwise, which could reasonably be regarded to have brought the Company or a Group company into disrepute; or</li> <li>• are convicted of an offence punishable by imprisonment</li> </ul>
uEBIT	means underlying earnings before interest and taxes
Vesting Condition	performance, service or other conditions that must be satisfied or circumstances which must exist before a Right vests under these Rules
Year	means performance year from 1 October to 30 September

For personal use only



## Need assistance?



**Phone:**

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



**Online:**

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

NUF

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

## Nufarm Limited Annual General Meeting

The Nufarm Limited Annual General Meeting will be held on Tuesday, 4 February 2025 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

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



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Sunday, 2 February 2025.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MCPAF4F>

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



### ATTENDING THE MEETING IN PERSON

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

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



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



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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Sunday, 2 February 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



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

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

### By Mail:

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

### By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

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

**XX**

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

☐

the Chairman  
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nufarm Limited to be held at Nufarm headquarters, 103-105 Pipe Rd, Laverton North, VIC 3026 and as a virtual meeting on Tuesday, 4 February 2025 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 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 Re-election of David Jones as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Grant of rights to the Managing Director (MD) and Chief Executive Officer (CEO) under the EIP	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

