

'Speak Up' Policy

Nufarm Limited (Company or Nufarm)
ACN 091 323 312

Reviewed and adopted by the Board on 24 June 2022

1. Purpose of the policy

Nufarm Limited (**Nufarm**) is committed to our values of responsibility, agility, respect, and empowerment (Nufarm's RARE values). The purpose of this policy is to encourage and support the reporting of suspected or actual misconduct, as well as unlawful activity, in consideration of our values.

Our people are our priority at Nufarm. A safe and supportive environment in which all team members are respected and supported is critical to our long-term success and reputation. It is important that our people are supported and encouraged to "speak up" when they see inappropriate behaviour or illegal activity.

This policy should be read in conjunction with other Nufarm policies, including the Code of Conduct, Anti-bribery and Corruption Policy, Continuous Disclosure Policy and Conflicts of Interest Policy

2. Who this policy applies to

This policy relates to Nufarm and its subsidiaries and applies to all current and former employees, directors, contractors, consultants and third-party supplier employees as well as the relatives and dependents of these individuals (you).

A person who reports this type of misconduct is sometimes known as a 'whistleblower'. For some disclosures, such a person has legal rights under the tax laws and the *Corporations Act 2001 (Cth)* in Australia and in comparative legislation and codes in other countries that Nufarm operates in. Please note this policy is based on Australian law (particularly Appendix 2). If you would like more information on local legal protections, please contact your local Nufarm legal counsel. This policy does not override those rights.

3. Speaking up

We encourage you to speak up and disclose any suspected or actual wrongdoing. We will protect you and if you like, you can make a report confidentially. If you do give your name, we will not share your identity with anyone else unless you agree or the law allows or requires it (e.g., in dealings with a regulator or when seeking legal advice). It generally assists an investigation if you do identify yourself, but the decision is yours to make.

3.1 How to speak up

You are encouraged to speak up by contacting your manager or any of the Speak Up Protection Officers (defined in the legislation as Eligible Recipients) listed in Appendix 1. Reports may be made by email, telephone or in person.

Any Employee who does not feel comfortable reporting an issue through one of these channels can use the independent and confidential Integrity Hotline that has been established for this specific purpose. The Integrity Hotline can be accessed online at: <https://secure.ethicspoint.com/domain/media/en/gui/60654/index.html>

or on the telephone numbers shown on that website.

3.2 What disclosures are protected?

It is important that we know about anything affecting our business so that we can address any risks to our employees, customers, business or reputation.

You are encouraged to speak up if you have reasonable grounds to suspect misconduct or improper activity involving any Nufarm company or subsidiary or team members (**Potential Misconduct**). This includes

breaches of the law, our Code of Conduct or other company policy, and anything else you reasonably believe to be harmful, dishonest or unethical.

Examples are:

- breaches of Nufarm's Code of Conduct policies, standards, procedures or the law (i.e. including anything that may be illegal);
- unethical or unprofessional behaviour, including conduct that does not meet Nufarm's commitment to its customers, regulators, shareholders and or the community;
- issues of dishonesty, including internal fraud, theft, bribery and corruption;
- conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations;
- breaches of privacy or confidentiality, including in relation to Nufarm and customer information;
- concerns that pose a danger to the public or the financial system, including issues relating to the security of our products; and
- misconduct or an improper state of affairs or circumstances in relation to Nufarm generally, including the tax affairs of Nufarm.

3.3 How are you protected?

We are committed to protecting anyone that speaks up by:

- protecting your identity – we will not share your identity (or information that is likely to lead to your identity) unless you give your consent or it is allowed or required by law;
- ensuring fairness – we are committed to ensuring you are treated fairly and you are not discriminated against or disadvantaged for speaking up. As part of this commitment, we will monitor and manage the behaviour of other employees; and
- providing support – we will take all reasonable steps to ensure that adequate and appropriate support is provided to you.

If you have any queries or concerns regarding the protections available to you, please contact any of the Speak Up Protection Officers.

Any team member (including a person you have reported to) that discloses your identity without your agreement (unless permitted by law) or harms you or others because of your disclosure may face disciplinary action under Nufarm's regional disciplinary procedures, up to and including dismissal. You can contact your regional HR manager for a copy of the procedure.

More information about how Nufarm supports and protects people who speak up is in Appendix 2.

4. Investigations

4.1 How disclosures are investigated

Your concerns should have reasonable grounds. You are encouraged to make a report even if your concerns turn out to be incorrect. When we investigate a report, we focus on the substance of the disclosure and not the motives behind why it was made.

When a report is lodged, it is referred to the General Counsel and other relevant senior management to determine who is best placed to conduct the investigation. The decision is based on the issues raised and which team has the best skills set and/or capability.

A decision will be made if the information you have disclosed warrants investigation or verification and may take further action. Investigations are conducted fairly, independently (without bias) and in strict confidence.

When possible and appropriate, a person being investigated will have an opportunity to respond to the information in the report that involves them.

A Speak Up Protection Officer will acknowledge receipt of the information you have disclosed (within seven days of your disclosure) and keep you informed of the progress of the investigation if possible.

Nufarm is committed to protecting the wellbeing, and ensuring the fair treatment, of all its employees, including those who are mentioned in disclosures made under this policy. If any employee requires additional support in relation to responding to an investigation or allegation, they may contact a Speak Up Protection Officer or their HR manager. Alternatively, they can access the Employee Assistance Program.

5. Accessing this policy

This policy is available on Nufarm's website, the Vine (Nufarm's intranet) and on request.

6. Review of policy

Nufarm will periodically review this Policy to ensure compliance with applicable laws and conformity with industry practice.

Appendix 1 – Speak Up Protection Officers (Eligible Recipients)

Officer's Name	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	Head of Risk, Assurance and Compliance	Steven.johnstone@nufarm.com	+61 439 586 631
Gordon Davis	Chair of the Risk and Compliance Committee	gordon.davis@nufarm.com	NA

Appendix 2 – Legal protections

1. When do legal protections apply?

To qualify for legal protection, you must report Potential Misconduct (refer to section 3.2 of the policy) directly to a 'Recipient'. Anonymous reports can be protected but may be more difficult to investigate.

The protections may not apply to reports that are not about Potential Misconduct, such as personal work-related grievances (i.e., grievances that relate solely to your current or former employment with implications for you personally). However, these grievances may be protected in limited circumstances. Further information is set out in paragraph 4 of this appendix.

2. Who are Eligible Recipients?

Eligible Recipients are those the law says can receive disclosures so that you will have legal protection. We encourage you to make your report through your manager or one of the Speak Up Protection Officers (Eligible Recipients) listed in Appendix 1 of this policy, but you can also make a report to one of the following Eligible Recipients:

- our directors, officers or senior executives;
- our internal or external auditors, members of an audit team conducting an audit, or actuaries;
- if it is a tax related matter, our officers or employees with tax duties, or our registered tax agents;
- an Australian-qualified lawyer, if you want advice about the legal protections for people who speak up (in which case your report will be protected even if the matter turns out not to be Potential Misconduct); or
- ASIC¹ or (if it's about tax) the ATO².
- The independent Integrity helpline on <https://secure.ethicspoint.com/domain/media/en/gui/60654/index.html>

In some cases, 'public interest' or 'emergency' reports made to a member of parliament or professional journalist are also protected by law. This right is limited and may apply if you previously made a disclosure to ASIC, APRA or and certain other government investigative bodies ('public interest disclosures') and you have reasonable grounds to consider that no action has been taken and at least 90 days have passed since that previous disclosure. You may wish to contact a lawyer about whether you are eligible for protection if you are considering doing this.

3. What are the legal protections?

Your identity is protected

We will not share your identity or information about you unless you agree or the law allows or requires it.

Your identity may be shared with ASIC, the Australian Federal Police, or to seek legal advice about protections for people who speak up. Regional laws in other jurisdictions that Nufarm operates in may have different requirements on protecting your identity, however regardless of local laws, Nufarm commits globally to protecting your identity. By law we can also share information in your report as reasonably necessary to investigate, if we take steps to reduce the risk that you are identified.

Protection from detrimental acts or omissions

You will be protected from being caused detriment by another person because you make, or propose to make, a disclosure of Potential Misconduct.

Detrimental conduct includes the following:

¹ Australian Securities and Investments Commission

² Australian Taxation Office

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation; or
- damage to a person's business or financial position; or
- any other damage to a person.

Examples of actions that are not detrimental conduct (where relevant):

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- managing a discloser's unsatisfactory work performance, if the action is in line with the entity's performance management framework.

Compensation

If you made or plan to make a disclosure of Potential Misconduct and suffer harm as a result, you may be entitled to seek compensation or other remedies. You should seek independent legal advice if you have any queries about compensation or other related matters.

Civil, criminal and administrative liability protection

You are protected from any of the following in relation to the disclosure of a Potential Misconduct:

- civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g., disciplinary action for making the disclosure).

However, you are not granted immunity for any misconduct you may have engaged in that is revealed in your Potential Misconduct disclosure.

If you think one of the protections you have by law has been breached, you should raise this with a Recipient so it can be investigated. You can also contact a regulator such as ASIC or the ATO, or you may wish to contact a lawyer.

4. Personal work-related grievances

Legal protection for disclosures that are solely about personal employment related matters is only available under the law in limited circumstances (and specifically not under the *Corporations Act 2001 (Cth)*). Examples of personal work-related grievances are:

- an interpersonal conflict between the discloser and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer or promotion of the discloser;
- a decision about the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A personal work-related grievance may still qualify for protection if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the *Corporations Act 2001 (Cth)*.

If you have a personal work-related grievance, you are encouraged to speak with your manager or HR manager.