

Nomination & Governance Committee Charter

Purpose

The Nomination & Governance Committee (**Committee**) is a committee of the Board. The Committee's purpose is to:

- develop criteria for Board membership and identify specific individuals for nomination;
- assist the Human Resources Committee in reviewing and making recommendations to the Board in relation to the remuneration of Directors and executive management;
- establish processes for the review of the performance of individual Directors and the Board as a whole;
- ensure the Company has appropriate governance policies and practices;
- assist in the preparation of an annual corporate governance statement; and
- ensure the Company has appropriate ethical standards.

Duties

The responsibilities of the Committee are to:

- facilitate a Board performance assessment, develop criteria for Board membership, identify suitably skilled, qualified and experienced individuals for nomination and to establish processes for the review of the performance of Directors.

Some of the specific matters the Committee may consider, include:

- considering the appropriate size and composition of the Board;
- developing criteria for Board membership selection and composition and assessing the skill required on the Board;
- reviewing the skills represented on the Board and determining whether the Board is composed of Directors who satisfy the mix of skills and diversity outlined in the board skills matrix;
- developing a process for the evaluation of the performance of the Board, its Committees and Directors;
- recommending changes to the membership of the Board and making recommendations to the Board on candidates it considers appropriate for appointment;
- reviewing Board succession plans;

- in conjunction with the Human Resources Committee ensuring the application of the Diversity Policy to the selection of Board members;
- reviewing the time commitments required of non-executive Directors and whether those requirements are met;
- reviewing any retiring non-executive Director's performance and making recommendations to the Board as to whether the Board should continue to support the nomination of a retiring non - executive Director;
- managing the process of CEO recruitment and transition on behalf of the Board;
- review and approve the Company's governance policies including policies for:
 - continuous disclosure; and
 - security trading.
- review and recommend to the Board the Corporate Governance Statement to be included in the Company's Annual Report; and
- review the Company's Code of Conduct and other ethical standards.

In carrying out its duties the Committee will:

- Self-assess whether the Committee has discharged its responsibilities as outlined in the Nomination & Governance Committee Charter once every year;
- Self-assess whether the Committee complies with its membership requirements at least once every year; and
- Critically review the Nomination & Governance Committee Charter at least once every year to ensure its relevance and compliance with legislative and governance requirements and best practice.

Membership and Structure

- The Committee consists of three non-executive Directors and is comprised of a majority of independent Directors.
- The Chairman of the Committee is appointed from the members of the Committee and is an independent non-executive Director.
- The Chairman of the Committee, with the assistance of the Company Secretary, is responsible for arranging all meetings of the Committee and for providing members of the Committee with a written agenda.
- The Company Secretary, or his appointee, will act as secretary of the Committee and will circulate minutes of the meetings.

Meetings

- Any member of the Committee may call a meeting of the Committee.

- As a minimum, the Committee will meet twice a year to facilitate a board performance assessment.
- In addition, the Committee will meet as early as practicable prior to the expiration of the term of office of a Director to consider suitably skilled and experienced individuals for nomination as a Director of the Nufarm Group.
- The Chairman of the Committee, or delegate, reports to the Board following each meeting.
- The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as it considers appropriate.
- The Committee has direct access to the Company's officers and advisers, both external and internal, and has the authority to seek whatever independent, professional or other advice it considers necessary in order to assist it in meeting its responsibilities from outside the Company.

Quorum and Voting

- A quorum comprises any two Committee members. In the absence of the Committee Chairman, or appointed delegate, the members will elect one of their number as Chairman for that meeting.
- Each member shall have one vote.
- The Chairman of the Committee will not have a second or casting vote.