

 Policies	Policy Owner:	Chief Integrity Officer
	Approved By:	EVP and Chief Legal Officer
Conflicts of Interest	Effective Date:	July 27, 2021

Introduction

Doing business with integrity and maintaining trust with all our stakeholders including our customers, business partners and shareholders is crucial to our continued success in the marketplace. Sometimes a conflict of interest is easy to see and define. Other times it is more complicated. It is important to disclose the situation to make sure that you have asked all the right questions, considered the implications, and chosen a correct path.

It is the responsibility of each of us to work for the best interests of Nutrien. This Policy sets forth expectations that apply to any actual, potential, or apparent conflicts of interest.

Application

This Policy applies to all Nutrien employees, officers, and the Board of Directors of Nutrien. Nutrien includes the Nutrien Group of Companies, meaning all its affiliated entities (i.e., entities in which Nutrien controls or owns, directly or indirectly, more than 50% of the outstanding shares) (collectively referred to as “Nutrien”).

Subject to applicable law, in the event of a discrepancy between this Policy and a collective bargaining agreement, the terms of the collective bargaining agreement will govern.

Nothing in this Policy is meant to conflict with applicable laws. To the extent this Policy conflicts with applicable laws, such laws will prevail.

Definitions

A *conflict of interest* exists when your private interest negatively influences, or appears to influence, your business judgment. Said another way, a conflict of interest arises when you put, or create the perception that you put, your personal interests ahead of the Company’s best interests when making business decisions. Conflicts also may arise when you, your friends, and/or your family receive improper personal benefits as a result of your position in Nutrien. A conflict of interest can be an *actual, potential, or apparent* conflict of interest.

A *potential conflict of interest* means a situation where, due to a competing interest, a potential exists, or a reasonable person could think, that you could put the competing interest ahead of Nutrien’s, or personally benefit from your position at Nutrien. In other words, the situation may develop into, or has the potential to become, an actual conflict of interest.

An *apparent conflict of interest* means a situation where there is a perception that a conflict may or does exist when in reality there is no actual conflict. Nonetheless, we need to address how to remove the perception as much as reasonably possible.

An *actual conflict of interest* occurs where you have actually put the competing interest ahead of Nutrien’s, or personally benefited from your position at Nutrien.

For the purposes of this policy, all categories of conflicts of interest are of equal concern. We must avoid even a potential or apparent conflict of interest that might cause others to doubt our integrity. Potential or apparent conflicts can create serious problems, not necessarily because an individual has done anything wrong, but because others might assume wrongdoing based on the perception. Any type of conflict of interest can damage Nutrien's reputation, and individuals involved can place themselves and Nutrien at risk.

Provisions

All individuals covered by this Policy are required to avoid all conflicts of interest. If you have an actual, potential, or apparent conflict of interest, it must be disclosed in accordance with the procedures in this Policy.

Where potential or apparent conflict exists, it may be possible for steps to be taken to prevent an actual conflict of interest from developing or occurring. Where an actual conflict of interest exists, management will determine what steps are necessary to mitigate or eliminate that conflict.

The disclosure and review process involves the following steps:

1. You must disclose any actual, potential, or apparent conflict of interest using the Conflicts of Interest Disclosure tool at nutrien-conflictsdisclosure.com.
2. Upon receipt of the disclosure, the relevant person in HR will gather the necessary information, including consultation with you, your manager, the Integrity Group, and others as needed in order to make a case-by-case determination of the existence of an actual, potential or apparent conflict of interest.
3. Determinations will be provided in writing and may include outcomes such as:
 - o No conflict of interest and no further action is required;
 - o No actual conflict of interest, but mitigating measures must be taken to avoid the potential conflict of interest from becoming an actual or apparent one; or
 - o An actual conflict of interest exists and cannot be mitigated.

Often potential or apparent conflicts of interest can be managed by proper disclosure and mitigating measures. An example of mitigating measures may include procedures to control the flow of information or decision-making where, otherwise, an actual conflict of interest may arise. Failing to disclose an actual, potential or apparent conflict of interest, and/or having an actual conflict of interest is a violation of this Policy.

If a conflict of interest has been previously disclosed and addressed, provided nothing factual has changed, additional or repeated disclosure is not required.

The following are some examples of conflicts of interest that employees are required to avoid and disclose if they actually, potentially, or apparently exist. Please note, this list is not exhaustive:

- **Outside Employment or Business Activities:** any outside business opportunities or jobs that materially impact our ability to complete our Nutrien duties or that compete with Nutrien in any way. For example, holding a second job or having a position on a Board of Directors or an advisory board with a customer, supplier, or competitor.
- **Outside Financial Interests/Investments:** excluding modest investments in publicly traded securities, a direct or indirect financial interest in a customer, supplier or competitor, or personal loans or guarantees that conflict with Nutrien's interests.
- **Personally Pursuing Corporate Opportunities That Are Discovered Through Our Work With Nutrien:** (a) any opportunities that properly belong to Nutrien or are discovered through the use of corporate property, information, or position; (b) using corporate property, information or position for personal gain; and (c) competing with Nutrien.



- **Family and Friends:** The rules on conflicts apply to us even when it is our friends or family who receive the benefit. In all situations, we must avoid matters that improperly influence our decisions involving our friends or family, such as decisions related to hiring friends or family to work for Nutrien, or supply goods or services to Nutrien. This includes friends or family who work for a customer, supplier, or competitor. In situations where employees who are family members, relatives or have personal relationships are in a reporting relationship (direct or indirect), please consult the [Relatives, Cohabitants and Personal Relationships Policy](#).
- **Volunteer Opportunities:** using our position with Nutrien to obtain positions with any non-profit organization or influence the work of any such organization.

Compliance Expectations

All individuals under the application of this Policy are responsible for conducting themselves in a manner consistent with this Policy. A violation of this Policy is also a violation of the Code of Conduct and may result in discipline up to and including termination of employment, where permitted by applicable law.

Reporting Behavior Inconsistent with this Policy

If you have a good faith belief that you, or someone else, has engaged in conduct that violates this Policy, you are responsible, consistent with applicable laws, for reporting it immediately. You can raise your concern to anyone at Nutrien, including your supervisor, any member of management, Human Resources, the Legal Department, or the Integrity Group. You can also use the [Integrity Helpline](#) (which you can do anonymously should you prefer).

Nutrien prohibits retaliation against anyone raising a concern in good faith, assisting in raising a concern in good faith complaint, or participating in an investigation.

Related Policies

[Code of Conduct](#)

[Relatives, Cohabitants and Personal Relationships Policy](#)

[Gift & Entertainment Policy](#)¹

¹ Note that there is a review and approval process related to giving or receiving gifts or entertainment as set out in the Gift & Entertainment Policy, which might prevent conflict of interest issues. Please consult the Gift & Entertainment Policy for further information.

