



2019 ANNUAL GENERAL MEETING

Notice is hereby given that the 65th Annual General Meeting of Shareholders of Elders Limited (Company) will be held in the City Room, Adelaide Convention Centre, North Terrace, Adelaide, South Australia 5000 on Thursday, 12 December 2019 commencing at 10.00am (Australian Central Standard Time).

Elders Limited ABN 34 004 336 636

Elders

Front cover:
Alison Ross (staff), Katherine NT



NOTICE OF 2019 ANNUAL GENERAL MEETING

Agenda

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the 12 month period ended 30 September 2019.

No vote is held in connection with this item.

2. Remuneration Report

To consider, and if thought fit, to pass the following resolution:

"That the Remuneration Report (which forms part of the Directors' Report) for the 12 month period ended 30 September 2019 be adopted."

Note that the vote on this item is advisory only and does not bind the Directors or the Company.

3. Re-election of Ian Wilton

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

"That Ian Wilton, being a director of the Company who retires pursuant to Rule 8.1.5(b) of the Constitution of the Company, and being eligible, is re-elected as a director of the Company."

4. Managing Director's Long-term Incentive

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

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of 166,000 performance rights to the Managing Director & Chief Executive Officer, Mr M C Allison, on the terms specified in the accompanying Explanatory Notes be approved."

5. Approval of financial assistance

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by AIRR Holdings Ltd (ACN 129 875 190) in connection with the Acquisition as described in the accompanying Explanatory Notes."

Please refer to the accompanying Explanatory Notes, which form part of this Notice of Meeting, for more information on the proposed resolutions.

By Order of the Board



Peter Hastings
Company Secretary
6 November 2019

EXPLANATORY NOTES

The following notes have been prepared to assist shareholders to better understand the business to be considered by shareholders at the 2019 Annual General Meeting. The Directors recommend that shareholders read the explanatory notes before determining whether to support the resolutions.

Item 1 — To Receive and Consider the Financial Statements and Reports of the Directors and Auditor

In accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Constitution of the Company, the Financial Statements and Reports of the Directors and the Auditor for the 12 month period ended 30 September 2019 will be laid before the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions, or make comments on the management of the Company. Shareholders may also submit written questions to the Auditor up to five business days prior to the AGM and will be given a reasonable opportunity at the AGM to ask the Auditor or its representatives questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

A copy of the 2019 Annual Report (which includes the Reports of the Directors and the Auditor) will be mailed to all shareholders who have elected to receive a printed copy of the Report. The 2019 Annual Report is located on the Company's website at: investors.elderslimited.com/investor-centre/?page=annual-reports. The Corporations Act and the Constitution of the Company do not require shareholder approval of these Statements and Reports. Accordingly, no vote is held in connection with this item.

Item 2 — To Adopt the Remuneration Report

The Corporations Act requires the Company to propose a resolution to shareholders that the Remuneration Report be adopted. The Remuneration Report, which forms part of the Directors' Report, can be found in the Company's 2019 Annual Report.

The Remuneration Report includes:

1. an explanation of the Company's policy for determining the nature and amount of remuneration of Key Management Personnel (**KMP**);
2. a discussion of the relationship between the remuneration policy and the Company's performance; and
3. a detailed summary of remuneration components for KMP including relevant performance conditions.

The vote on this resolution is advisory only and does not bind the Company or its Directors; however the Board will take the outcome of the vote and the views of shareholders into consideration when reviewing remuneration policies and practices.

O R Y

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report (and their closely related parties), regardless of the capacity in which the vote is cast; or
- by a member of the KMP (and their closely related parties) at the date of the meeting acting as proxy.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to vote as the proxy decides.

The term 'closely related party' is defined in the Corporations Act and includes the KMP's spouse, dependants and certain other close family members, as well as any companies controlled by the KMP.

Board Recommendation

Acknowledging that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Re-election and election of Directors

In accordance with Rule 8.1.5(b) of the Company's Constitution, Mr Ian Wilton will retire by rotation at the AGM and will offer himself for re-election. The profile of Mr Wilton follows.

Item 3 — Re-election of Mr Ian Wilton

Mr Ian Wilton was appointed to the Board on 13 April 2014 and was re-elected on 16 December 2016. Mr Wilton will retire by rotation at the AGM and stand for re-election at the AGM in accordance with Rule 8.1.5(b) of the Company's Constitution. The Board considers Mr Wilton to be an independent director.

Mr Ian Wilton

MSc, FCCA, FCPA, FAICD, CA

Appointed Chair on 11 September 2019 and Non-Executive Director since April 2014. He is also Chair (appointed 11 September 2019) of the Work Health and Safety Committee and the Nomination and Prudential Committee and a member of the Audit, Risk and Compliance Committee (former Chair) and the Remuneration and Human Resources Committee.

Mr Wilton is an experienced non-executive director and former senior executive with extensive knowledge of the agricultural sector. He has held Chief Financial Officer positions with Ridley Corporation Limited, CSR Sugar and GrainCorp Limited and was President and Chief Executive Officer of GrainCorp Malt. Mr Wilton is a Non-Executive Director and Chair of the Sheep CRC Limited (ceasing 31 January 2020) and a Non-Executive Director of Tivoli Investments Pty Ltd. He is also Chair of the advisory board of MacKay's Banana Marketing. Mr Wilton is a resident of New South Wales.

Board Recommendation

The Board (other than Mr Wilton) unanimously recommends the re-election of Mr Wilton as a director.

Item 4 — Managing Director's Long-term Incentive

The Board considers, in accordance with generally accepted remuneration practices in Australia, that an equity-based long-term incentive is integral to linking the CEO and Managing Director's remuneration with long-term returns for shareholders.

The Board considers it necessary to incentivise Mr Allison to continue the Company's growth, whilst remaining focused on shareholder return, for a further three years.

Approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of performance rights to Mr Allison, pursuant to the Company's Long-term Incentive Plan on the terms set out below.

Overview of the proposed grant

Maximum number of performance rights	The proposed grant is for 166,000 performance rights. The grant represents the LTI component of the CEO's remuneration package for the financial year ending 30 September 2020. The maximum number of performance rights was calculated using a face value at 5 trading day VWAP for end of the 2019 performance year (\$6.27).																
Price payable on grant or vesting	No amount will be payable in respect of the grant of the performance rights as they form part of Mr Allison's remuneration package. No loan has been made in relation to the grant. In addition, no amount is payable on vesting of a performance right.																
Rights attaching to performance rights	Upon vesting of the performance rights, Mr Allison will acquire fully paid ordinary shares in the Company that carry the same rights as other ordinary shares in the Company. One fully paid ordinary share in the Company will be allocated for each vested performance right. Performance rights that do not vest will lapse. The Board has an option to make a cash payment in lieu of an allocation of shares.																
Date of grant	If shareholder approval is obtained, the performance rights will be granted to Mr Allison shortly after the AGM and, in any event, no later than 12 months after the AGM.																
Performance period	The performance period for the performance rights will be 1 October 2019 to 30 September 2022.																
Performance conditions	The performance rights will be split into three tranches, each carrying a different performance condition, as follows: <table><thead><tr><th>Tranche</th><th>Performance condition</th><th>No. of performance rights</th><th>% of total grant</th></tr></thead><tbody><tr><td>1</td><td>Absolute Total Shareholder Return (TSR)</td><td>83,000</td><td>50%</td></tr><tr><td>2</td><td>Earnings Per Share (EPS) growth</td><td>41,500</td><td>25%</td></tr><tr><td>3</td><td>Return on Capital (ROC)</td><td>41,500</td><td>25%</td></tr></tbody></table>	Tranche	Performance condition	No. of performance rights	% of total grant	1	Absolute Total Shareholder Return (TSR)	83,000	50%	2	Earnings Per Share (EPS) growth	41,500	25%	3	Return on Capital (ROC)	41,500	25%
Tranche	Performance condition	No. of performance rights	% of total grant														
1	Absolute Total Shareholder Return (TSR)	83,000	50%														
2	Earnings Per Share (EPS) growth	41,500	25%														
3	Return on Capital (ROC)	41,500	25%														

Overview of the proposed grant

Performance measures and vesting**Tranche 1 Performance Rights — Absolute TSR**

Target measure: 10% Compound Annual Growth Rate (CAGR)

Stretch measure: 14% CAGR

Total Shareholder Return (TSR) is the Board's measurement of the full return a shareholder would obtain from holding one ordinary Elders share over the performance period, taking into account the changes in the share's market value, any dividends paid and any capital adjustments, including declared dividends and franking credits.

For the purpose of this calculation, the opening value has been set at \$6.27, being the 5 trading day VWAP up to and including 30 September 2019. The end value will be based on the 5 trading day VWAP up to and including the last day of the performance period, 30 September 2022.

Rights in the Absolute TSR tranche will vest in accordance with the following schedule:

Absolute TSR over the performance period	% of Rights that vest
Less than Target	Nil
Target	50%
Between Target and Stretch	50-100%, on a straight-line sliding scale
Stretch	100%

Tranche 2 Performance Rights — EPS Growth

Target measure: 7% EPS CAGR

Stretch measure: 10% EPS CAGR

Rights in the EPS tranche will vest in accordance with the following schedule:

EPS CAGR over the performance period	% of Rights that vest
Less than Target	Nil
Target	50%
Between Target and Stretch	50-100%, on a straight-line sliding scale
Stretch	100%

Net Profit After Tax (NPAT) used in determining EPS will be Underlying NPAT as presented in the Company's Annual Reports.

Overview of the proposed grant

Performance measures and vesting	<p><u>Tranche 3 Performance Rights—ROC</u></p> <p><i>Target measure:</i> 15% average ROC over the performance period <i>Stretch measure:</i> 18% average ROC over the performance period</p> <p>Rights in the ROC tranche will vest in accordance with the following schedule:</p> <table><thead><tr><th>Average ROC over the performance period</th><th>% of Rights that vest</th></tr></thead><tbody><tr><td>Less than Target</td><td>Nil</td></tr><tr><td>Target</td><td>50%</td></tr><tr><td>Between Target and Stretch</td><td>50-100%, on a straight-line sliding scale</td></tr><tr><td>Stretch</td><td>100%</td></tr></tbody></table> <p>ROC is defined as Underlying EBIT divided by average capital employed. Underlying EBIT will be presented in the Company's Annual Reports. Average capital employed includes working capital, intangibles [excluding brand name], investments, property plant and equipment and provisions.</p>	Average ROC over the performance period	% of Rights that vest	Less than Target	Nil	Target	50%	Between Target and Stretch	50-100%, on a straight-line sliding scale	Stretch	100%
Average ROC over the performance period	% of Rights that vest										
Less than Target	Nil										
Target	50%										
Between Target and Stretch	50-100%, on a straight-line sliding scale										
Stretch	100%										
Performance testing	<p>Testing of the performance conditions will occur once the results for the financial year ended 30 September 2022 have been approved by the Board. There will be no re-testing of performance.</p>										
Additional vesting condition	<p>In addition to the performance conditions described above, performance rights will only vest if the share price on the vesting date is greater than or equal to the 5 trading day VWAP up to and including 30 September 2019 (i.e. \$6.27).</p>										
Dividend adjustment	<p>For each fully paid ordinary share allocated on vesting, Mr Allison will receive additional ordinary shares equivalent to the value of the dividends paid (but not received by Mr Allison) over the performance period. The number of additional ordinary shares allocated for this dividend adjustment will be determined using the 5 trading day VWAP at 30 September 2022.</p>										
Trading restrictions	<p>Mr Allison must not sell, transfer, encumber, hedge or otherwise deal with unvested performance rights.</p> <p>Mr Allison will be free to deal with the shares allocated on vesting of the performance rights, subject to the requirements of the Company's Securities Dealing Policy.</p>										
Other	<p>Other terms of the grant, including:</p> <ul style="list-style-type: none">– cessation of employment;– change of control;– other adjustments at Board discretion; and– clawback, <p>are summarised in the Overview of the Company's Long-term Incentive Plan Rules below.</p>										

Overview of the proposed grant

Additional information for ASX Listing Rules

Mr Allison is the only director currently entitled to participate in the Company's Long-term Incentive Plan.

The performance rights, and any shares received upon vesting, will be granted under the Company's Long-term Incentive Plan Rules, a summary of which is provided below.

146,000 performance rights were granted to Mr Allison under the Plan for nil consideration in accordance with the approval given by members at the Company's 2018 AGM. No other person named in ASX Listing Rule 10.14 has received securities under the Plan since the last approval.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the performance rights granted to Mr Allison and any shares issued pursuant to this approval will not use up any part of the 15% available under ASX Listing Rule 7.1.

Overview of the Long-term Incentive Plan Rules

Offers under the Plan and eligibility

The Board may invite Eligible Employees to participate in a grant of Incentive Securities, which may comprise restricted shares, options and/or performance rights. Offers will be made on the terms set out in the Plan and on any additional terms determined by the Board. Offers made in the year ending 30 September 2020 will be made on the same terms as those described for Mr Allison above.

An Eligible Employee is an employee of the Elders Group, including a director employed in an executive capacity, or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the Plan. Non-Executive Directors are not eligible to participate in the Plan. It is anticipated that 587,000 performance rights (including those issued to Mr Allison) will be issued under the Plan in connection with the Long-term Incentive Plan component of the remuneration packages of Eligible Employees for the year ending 30 September 2020.

Vesting and exercise

Restricted shares, options and/or performance rights granted under the Plan will only vest, and in the case of options, become exercisable, where any performance condition and any other relevant conditions advised to the participant by the Board have been satisfied.

On vesting of a performance right or following the exercise of an option (as the case may be), the Board will allocate the number of shares in respect of the performance rights vested or the options exercised. Any shares issued under the Plan will rank equally in all respects with other shares on issue at that time (except as regards any rights attaching to such shares by reference to a record date prior to the date of their issue).

Cessation of employment

If a participant ceases to be an employee of Elders, that participant's Incentive Securities will continue to be held by the participant and continue to be subject to the Plan Rules and the relevant conditions advised to the participant by the Board. However, the Board may determine (in its absolute discretion) that some or all of a participant's Incentive Securities lapse, vest, are exercisable for a prescribed period (if applicable) or are no longer subject to some of the restrictions that previously applied.

Alternatively, the Board may specify in any offer how the participant's Incentive Securities are to be treated on cessation of employment.

Change of control

In the event of a transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change of control of the Company, the Board may, in its absolute discretion, determine that all or a specified number of a participant's unvested performance rights and/or options vest or cease to be subject to restrictions.

Corporate actions/reconstructions

Prior to the allocation of shares to a participant upon vesting of performance rights or exercise of options (as the case may be), the Board may make any adjustments it considers appropriate to the terms of a performance right and/or option granted to a participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction.

Dealings in Incentive Securities

Subject to the Company's Securities Dealing Policy, any dealing in respect of an Incentive Security is prohibited unless the Board determines otherwise or the dealing is required by law.

Clawback

If, in the opinion of the Board, a participant's Incentive Securities vest or may vest as a result of certain activities such as fraud, dishonesty, gross misconduct by the participant or breach of duties or obligations of any other person, the Board may determine that Incentive Securities held on behalf of the participant will lapse or be forfeited, and/or that the participant must pay or repay as a debt proceeds from the sale or disposal of the shares allocated to the participant under the Plan.

Other Information

On 13 December 2018 at the Company's Annual General Meeting, shareholders approved the Long-term Incentive Plan for the purposes of ASX Listing Rule 7.2, Exception 9. Since that approval, a grant of 146,000 performance rights has been made to Mr Allison under the Plan (in accordance with a separate shareholder approval obtained at the 2018 AGM) and a further 330,000 performance rights were granted under the Plan to Eligible Employees in December 2018 as the long-term incentive portion of their remuneration arrangements.

Voting Exclusion Statement

The Company will disregard any votes cast on the proposed resolution in Item 4:

- by or on behalf of Mr Allison or an associate of Mr Allison, regardless of the capacity in which the vote is cast; and
- by a member of the KMP (and their closely related parties) at the date of the meeting acting as proxy.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Board Recommendation

The Board (with Mr Allison abstaining) unanimously recommends passing the resolution.





*John Howard (client) and
Randall Spann (staff), Biloela QLD*

Item 5 – Financial Assistance

Background

The Company has entered into a Scheme Implementation Deed to acquire all the shares in AIRR Holdings Ltd (AIRR) by way of Scheme of Arrangement (Acquisition). Completion of the Acquisition is expected to occur on 13 November 2019 which is prior to the date of the 2019 Annual General Meeting but after the date of the Explanatory Notes.

In order to assist the financing of the Acquisition, the Company will use funds to be drawn from an existing Syndicated Facilities Agreement dated 22 October 2014 with National Australia Bank Ltd (NAB) and other parties, as amended from time to time (SFA).

Once AIRR becomes a wholly-owned subsidiary of the Company, under the SFA, AIRR will be required to:

- accede as an additional guarantor; and
- provide security in favour of NAB, in its capacity as security trustee.

This constitutes the giving of financial assistance in connection with the Acquisition within the meaning of Part 2J.3 of the Corporations Act.

Section 260A(1) of the Corporations Act states that a company may only financially assist a person to acquire shares in the company (or a holding company of the company) if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempt under section 260C.

The Directors of AIRR have considered the requirements of section 260A of the Corporations Act and have decided to seek shareholder approval under section 260A(1)(b) of the Corporations Act. In addition, section 260B(2) of the Corporations Act provides that, if the company will be a subsidiary of a listed domestic corporation immediately after the acquisition, the financial assistance must also be approved by a special resolution passed at a general meeting of that corporation.

Accordingly, the financial assistance must be approved by a special resolution passed at a general meeting of the Company for the purposes of section 260B(2) of the Corporations Act.

Reasons for the financial assistance

The SFA provides finance to the Elders Group to enable it to fund its activities. The SFA requires that subsidiaries of a prescribed scale (material subsidiaries) provide satisfactory security and become an additional guarantor. If AIRR does not accede to the SFA, an 'event of default' will occur under the SFA and funding may be required to be repaid unless the 'event of default' is waived by financiers.

Effects of the financial assistance

As the Company is already liable for the amounts payable under the SFA, the giving of the financial assistance by AIRR is unlikely to have any adverse effect on the Company, except that additional group property will be secured against the Company's existing liabilities. The Company will benefit from being able to comply with its obligations under the SFA as discussed above, and from having its liabilities guaranteed by an additional guarantor. AIRR will benefit as a borrower under the SFA with access to syndicated facilities.

Furthermore, it is common for newly acquired subsidiaries to provide assistance of the type outlined above.

The Directors have formed the view that the giving of the financial assistance is in the best interests of the Company and its shareholders.

Prior Notice

As required by section 260B(5) of the Corporations Act, a copy of this Notice and Explanatory Notes were lodged with the Australian Securities and Investments Commission before they were sent to shareholders.

Disclosure

The Company considers these Explanatory Notes to contain all information known to the Company that would be material to the shareholders in deciding how to vote on the proposed resolution in item 5, other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.

Board Recommendation

The Directors unanimously recommend that shareholders vote in favour of the resolution.

Voting Information

Means of voting

The Chair intends to put all resolutions in this Notice of Meeting to a poll.

Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the persons eligible to vote at the AGM will be those persons who are registered shareholders at 6.30pm [Adelaide time], Tuesday, 10 December 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Direct Voting

Shareholders can lodge their votes electronically at votingonline.com.au/eldersagm2019 and follow the prompts. To use this facility, you will need your postcode and Voting Access Code as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Proxies

Each shareholder is entitled to appoint a proxy. The proxy does not need to be a member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies, each proxy may exercise half of the shareholder's votes if no proportion or number of votes is specified. Where a shareholder appoints 2 proxies, each proxy may only exercise the voting rights the proxy represents.

A Proxy Form accompanies this Notice and to be effective must be completed and received at either the Company's registered office or its share registry, Boardroom Pty Limited.

Registered Office

The Company Secretary
Elders Limited
Level 10, 80 Grenfell Street
Adelaide SA 5000

Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

By Mail:

Boardroom Pty Limited
GPO BOX 3993
Sydney NSW 2001

By facsimile on:

+61 2 9290 9655

or by electronic lodgement:

votingonline.com.au/eldersagm2019

By no later than 10:00am (Adelaide time),
Tuesday, 10 December 2019.

Attorneys

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments by no later than 10.00am (Adelaide time) on Tuesday, 10 December 2019.

Corporate Representatives

Any corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing that person with:

- (a) a letter or certificate, executed in accordance with the corporate shareholder's constitution, authorising that person as the corporate shareholder's representative at the meeting; or
- (b) a copy of the resolution appointing the person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

Transfer of non-Chair proxy to Chair in certain circumstances

If:

- a member has appointed a proxy (other than the Chair) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that member'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 member for the purposes of voting on that resolution and must vote in accordance with the written direction of that member.

Conduct of Annual General Meeting

1. The Chair and the Chief Executive Officer will generally answer relevant questions on behalf of the Board and the management team, respectively. If questions cannot be answered at the meeting, the Company will seek to provide a response to the shareholder as soon as possible after the AGM.
2. At the AGM, the Company will inform shareholders of the proxy and direct voting position with respect to the resolutions to be considered by the AGM, and how the Chair intends to vote undirected proxies. It is the Chair's current intention to vote all available proxies in favour of each of the resolutions outlined in this Notice of Meeting.
3. We ask that shareholders:
 - are courteous and respectful to all attendees at the AGM, including not photographing or recording the AGM;
 - keep their questions to a reasonable length to allow as many shareholders as possible to participate; and
 - confine their questions to matters being considered at the AGM and matters relevant to shareholders as a whole.
4. Questions relating to the shareholder's personal circumstances can be raised with the Company or Boardroom representatives who will be available at the AGM.

ADDENDUM TO NOTICE OF 2019 ANNUAL GENERAL MEETING

Elders Limited (Company), gives notice that, in relation to the Notice of 2019 Annual General Meeting dated 6 November 2019 (Notice of Meeting) in respect of the 2019 Annual General Meeting of the Company (Meeting), the Directors have determined to supplement the Notice of Meeting and the Explanatory Notes forming part of the Notice of Meeting.

Definitions in the Notice of Meeting and Explanatory Notes have the same meaning in this Addendum unless otherwise updated in this Addendum. This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting.

By this Addendum the Notice of Meeting and the Explanatory Notes are supplemented by the information set out in this Addendum.

A proxy form covering agenda items comprising proposed resolutions requiring a vote accompanies the Notice of Meeting and this Addendum.

Additional Agenda Item

Add to the Notice of Meeting as Agenda item 6 the following resolution to be proposed at the Meeting:

6. Ratification of prior issue of securities

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of securities as described in the Explanatory Notes accompanying and forming part of the notice of this meeting.”

Addition to Explanatory Notes

The following is added to the Explanatory Notes.

Introduction

On 24 July 2019 the Company issued 7,234,079 fully paid ordinary shares under an institutional placement as part of a capital raising announced to ASX on 15 July 2019 in connection with the Company's proposed acquisition of AIRR Holding Limited by way of a scheme of arrangement. The Company also issued on that day and on 12 August 2019 a total of 17,450,606 shares under an accelerated non-renounceable entitlement offer. Approval is sought under this resolution to the placement.

Why shareholder approval is being sought

Generally, under ASX Listing Rule 7.1, a company may, in any 12 month period, issue without the prior approval of shareholders, new shares up to 15% of the number of shares on issue 12 months before the date of the issue of the new shares unless an exception applies.

ASX Listing Rule 7.4 provides that an issue by a company of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue did not breach ASX Listing Rule 7.1 when it was made and the Company's shareholders subsequently approve it.

The issue of the Securities under the placement did not breach ASX Listing Rule 7.1 and has not previously been approved by shareholders. The Company seeks shareholder approval for the issue of the shares issued in the placement pursuant to ASX Listing Rule 7.4.

The effect of passing the resolution will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1. This resolution, if passed, will increase the Company's financial flexibility in the future. Currently the Company does not intend to undertake any further issue of securities in the event that approval is received from shareholders in respect of the Resolution. The board will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so.

Required disclosures

The following additional information is provided in connection with the approval sought under the resolution:

- the number of securities issued – a total of 7,234,079 Securities were issued;
- the price at which the securities were issued – each Security was issued at \$5.55;
- the terms of the securities – each Security in a fully paid ordinary share ranking equally with all other shares in the Company;
- the names of the allottees or the basis on which the allottees were determined – the Securities were issued to clients of Macquarie Equity Capital Markets Limited. None of the allottees is a related party, a member of the Company's KMP, an adviser to the Company, a substantial holder or an associate of any of the foregoing; and
- the funds raised by the issue of the Securities were applied to part fund the costs of acquisition by the Company of AIRR Holdings Limited by way of a scheme of arrangement as originally announced to ASX on 15 July 2019.

Voting exclusion statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who participated in the placement and its associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the voting form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the voting form to vote as the proxy decides.

What do the Directors recommend?

The Directors unanimously recommend that you vote in favour of the resolution. The Chair proposes to vote all available proxies in favour of the resolution.

By Order of the Board



Peter Hastings
Company Secretary
6 November 2019



Elders Limited

ABN 34 004 336 636

Second Addendum to Notice of 2019 Annual General Meeting

Elders Limited (ABN 34 004 336 636) (**Company**), gives notice that, in relation to the Notice of 2019 Annual General Meeting dated 6 November 2019 as supplemented by the Addendum dated 6 November 2019 (**Notice of Meeting**) in respect of the 2019 Annual General Meeting of the Company (**Meeting**), the Directors have determined to amend the Notice of Meeting and the Explanatory Notes forming part of the Notice of Meeting with this **Second Addendum**.

Definitions in the Notice of Meeting and Explanatory Notes have the same meaning in this Second Addendum unless otherwise updated in this Second Addendum. This Second Addendum amends and supplements the Notice of Meeting and should be read in conjunction with the Notice of Meeting.

By this Second Addendum the Notice of Meeting and the Explanatory Notes are amended and supplemented by the information set out in this Second Addendum. The proxy form accompanying the Notice of Meeting will continue to apply to the agenda items in the Notice of Meeting, including agenda item 5 which is amended by this Second Addendum.

Amendment of Agenda Item

Amend the resolution in Agenda item 5 of the Notice of Meeting to include the following underlined words:

5. Approval of financial assistance

To consider and if thought fit, to pass the following resolution as a special resolution:
"That for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by AIRR Holdings Ltd (ACN 129 875 190) and each of its subsidiaries in connection with the Acquisition as described in the accompanying Explanatory Notes."

Amendment of item 5 of the Explanatory Notes

Amend item 5 (Financial Assistance) of the Explanatory Notes so that:

- (a) each reference to 'AIRR' is replaced with the words 'AIRR and each of its subsidiaries';
- (b) add at the end of item 5 - Background:
'A reference to a subsidiary of AIRR includes Australian Independent Rural Retailers Pty Ltd (ABN 36 112 308 835), AIRR iO Pty Ltd (ABN 49 164 988 103), AIRR Apparent Pty Ltd (ABN 68 153 573 641), The Hunter River Company Pty Limited (ABN 37 133 798 615) and AIRR Belmark Pty Ltd (ABN 13 168 837 072)'; and
- (c) the sentence 'AIRR will benefit as a borrower under the SFA with access to syndicated facilities.' is replaced with the following sentence:
'AIRR and one or more of its subsidiaries will benefit as a borrower under the SFA with access to syndicated facilities.'

By order of the Board

Peter Hastings
Company Secretary
12 November 2019