



Monday, 15 November 2021

Notice of 2021 Annual General Meeting

Attached is notice of the Elders Limited (**ASX:ELD**) Annual General Meeting of shareholders to be held virtually on Thursday 16 December 2021, from 10:00am (ACDT).

Further Information:

Peter Hastings, Company Secretary, 0419 222 489

Authorised by:

Peter Hastings, Company Secretary

A man wearing a pink long-sleeved shirt, dark blue jeans, and a black cap is seen from behind, looking towards a group of sheep in a fenced area. The background shows a hazy, outdoor setting with hills.

FOR AUSTRALIAN AGRICULTURE

Elders

2021 Elders **Annual General Meeting**

Notice is hereby given that the 67th Annual General Meeting of Shareholders of Elders Limited (Company) will be held virtually on

Thursday, 16 December 2021

commencing at 10.00am (Australian Central Daylight Time)

Elders Limited ABN 34 004 336 636



Elders Limited
ABN 34 004 336 636

Level 10, 80 Grenfell Street
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15 November 2021

Dear Shareholder,

It is my pleasure to invite you to attend the 2021 Annual General Meeting (AGM) of Elders Limited (Elders), which will take place on 16 December 2021 at 10.00am (ACDT). This Notice of Meeting and Explanatory Notes detail the business that will be dealt with at that meeting.

While your Board looked forward to meeting with you in person, the ongoing coronavirus pandemic means that, unfortunately, this year your AGM will once again be held as a virtual (online) meeting. Information about participation in the meeting, how to submit questions and voting on resolutions is set out in this Notice and further detail can be found by visiting boardroomlimited.com.au/agm/elders2021.

We hope that this format will allow as many Shareholders as possible to join us and participate in the meeting.

I encourage you to consider voting online ahead of the meeting, particularly if you are unable to join us at the prescribed time on 16 December 2021. If you attend the meeting and decide to change your vote, you can do so while voting remains open in the meeting.

The Elders Board believes the resolutions proposed in the Notice and described in the Explanatory Notes are in the best interests of Elders' shareholders and, subject to the abstentions stated in the Notice, unanimously recommends that you vote in favour of all items. If you appoint me as your proxy, or I become your proxy by default, but do not direct me how to vote, I intend to vote in favour of all items.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Ian Wilton".

Ian Wilton
Chair

Notice of 2021 Annual General Meeting Agenda

**Thursday, 16 December 2021
10.00 am ACDT**

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the 12 month period ended 30 September 2021.

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 2021 be adopted.”

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

3. Re-Election of Robyn Clubb

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

“That Robyn Clubb, 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. Election of Raelene Murphy

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

“That Raelene Murphy, having been appointed by the Board since the last Annual General Meeting, who retires in accordance with Rule 8.1.5(a) of the Constitution of the Company, and being eligible, is elected as a director of the Company.”

5. Approval of Issue of Securities under Long-Term Incentive Plan - Exception to ASX Listing Rule 7.1

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

“That for the purposes of ASX Listing Rule 7.2, exception 13 and for all other purposes, the issue of securities under the Long-Term Incentive Plan, as described in the accompanying Explanatory Notes, be approved.”

6. Managing Director’s Long-Term Incentive

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

“That the grant of 102,400 performance rights to the Managing Director & Chief Executive Officer, Mr Mark Charles Allison, on the terms specified in the accompanying Explanatory Notes be approved.”

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
15 November 2021

Explanatory Notes

The following notes have been prepared to assist Shareholders to better understand the business to be considered by Shareholders at the 2021 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), the Financial Statements and Reports of the Directors and the Auditor for the 12 month period ended 30 September 2021 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 relevant to the content of the Auditor's Report or the conduct of the audit up to five business days prior to the AGM. A reasonable opportunity will be given at the AGM for Shareholders 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 2021 Annual Report (which includes the Financial Statements and 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 2021 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 2021 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.

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

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 to vote as the proxy decides even though Item 2 is connected with the remuneration of the KMP.

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

Ms Clubb will retire by rotation at the AGM in accordance with Rule 8.1.5(b) of the Company's Constitution and will offer herself for re-election. Additionally, Ms Murphy, who has been appointed to the Board since the last AGM, retires pursuant to Rule 8.1.5(a) of the Constitution and seeks election for the first time.

Item 3 — Re-Election of Robyn Clubb

Ms Clubb was appointed to the Board on 21 September 2015 and was most recently re-elected by Shareholders on 13 December 2018. Ms Clubb will retire by rotation at the AGM in accordance with Rule 8.1.5(b) of the Company's Constitution and will stand for re-election.

Ms Robyn Clubb

BEC, CA, F Fin, MAICD

Non-Executive Director since September 2015, Ms Clubb is Chair of the Audit, Risk and Compliance Committee (appointed on 11 September 2019) and a member of the Remuneration and Human Resources Committee (former Chair), the Work Health and Safety Committee and the Nomination and Prudential Committee.

Robyn is a Chartered Accountant and Fellow of the Finance & Securities Institute of Australia, with senior executive experience of over twenty years in the financial services industry, working for organisations including AMP Limited and Citibank Limited.

Robyn is currently a Director of Craig Mostyn Holdings Pty Limited (since 1 February 2017), Essential Energy (since 15 March 2018), Chair of the Australian Wool Exchange Limited (a director since 24 August 2016), Chair of ProTen Limited (a director since 30 April 2019), and Chair of FCFA Leasing Limited (a director since 3 August 2021).

Robyn was formerly Chair of V&V Walsh Limited, Chair and Member of the Rice Marketing Board for the State of NSW, Non-Executive Director of Rural Bank Limited (19 September 2007 - 3 February 2011), Beef CRC Limited (23 November 2007 - 11 June 2014), UrbanGrowth (a NSW state-owned corporation responsible for urban land development) and Murray Irrigation Limited (20 October 2011 - 19 November 2015).

Robyn is a resident of New South Wales.

Ms Clubb has confirmed to the Company that she has sufficient time to continue to fulfil her responsibilities as a director of Elders. She has estimated her other commitments

require approximately 90-110 hours of her time per month.

Board recommendation

For the reasons set out above, the Board (other than Ms Clubb) unanimously recommends the re-election of Ms Clubb as a director.

The Board considers Ms Clubb to be an independent director.

Item 4 — Election of Raelene Murphy

Ms Murphy was appointed to the Board on 28 January 2021. Ms Murphy will retire at the AGM in accordance with Rule 8.1.5(a) of the Company's Constitution and will stand for election.

Ms Raelene Murphy

BBus, FCA, GAICD

The Board appointed Ms Murphy in January 2021. She is a member of the Audit, Risk and Compliance Committee, Remuneration and Human Resources Committee, Work Health and Safety Committee and Nomination and Prudential Committee.

Raelene holds a Bachelor of Business (Accounting), is a Fellow of the Institute of Chartered Accountants and a Graduate of the Australian Institute of Company Directors. She also has many years' experience as a senior executive, having previously been the CEO of The Delta Group and Managing Director of 333 Management.

Raelene has strong non-executive director experience in the Australian listed company environment, across a range of industry sectors. Her current ASX non-executive director roles are at Bega Cheese Limited (since 1 June 2015), Integral Diagnostics Limited (since 1 October 2017) and Altium Limited (since 21 September 2016). She was also previously a non-executive director of Clean Seas Seafood Limited (1 July 2018 - 19 October 2020), and Service Stream Limited (18 November 2015 - 23 October 2019).

Raelene is a resident of Victoria.

Prior to her appointment, appropriate checks were carried out relating to Ms Murphy's character, experience, education, criminal record and bankruptcy history. None of these checks revealed any information of concern.

Ms Murphy has confirmed to the Company that she has sufficient time to fulfil her responsibilities as a director of Elders. She has estimated her other board commitments require approximately 68 hours of her time per month.

Board Recommendation

For the reasons set out above, the Board (other than Ms Murphy) unanimously recommends the election of Ms Murphy as a director.

The Board considers Ms Murphy to be an independent director.

Item 5 — Approval of Issue of Securities Under Long-Term Incentive Plan — Exception to Listing Rule 7.1

Elders' Long-Term Incentive Plan (Plan) was adopted by the Board on 18 December 2014. Shareholder approval for the issue of any securities under the Plan is being sought so that the securities granted or issued by the Company under the Plan do not count towards the Company's 15% annual limit on issuing securities without shareholder approval.

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period without obtaining shareholder approval, unless an exception applies. ASX Listing Rule 7.2, Exception 13 provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue under the scheme as an exception to Listing Rule 7.1. If shareholders do not provide this approval, then any securities issued under the scheme will count towards the 15% placement capacity.

The number of securities issued under the scheme must not exceed the maximum number set out in this Notice of Meeting.

If there is a material change to the terms of the scheme from those set out in this notice, the exception to Listing Rule 7.1 will cease to apply.

ASX Listing Rule 7.2, Exception 13 also requires that the following information is included in this Notice of Meeting.

Number of Securities Issued Under the Long-Term Incentive Plan Since Last Approved by Shareholders

A total of 1,424,000 performance rights have been issued under the Long-Term Incentive Plan since shareholders last approved issues under the exception to Listing Rule 7.1 (formerly exception 9) on 13 December 2018. 185,334 of these rights have lapsed between the date of issue and the date of these explanatory notes.

Maximum Number of Securities Proposed to be Issued Following Shareholder Approval

A maximum of 1,700,000 performance rights are proposed to be issued under the Long-Term Incentive Plan for years ending 30 September 2022 to 30 September 2024.

Summary of the Terms of the Long-Term Incentive Plan

Offers under the Plan and eligibility	<p>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.</p> <p>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 a maximum of 1,700,000 performance rights (including those issued to Mr Allison) will be issued under the Plan in connection with the Long-Term Incentive component of the remuneration packages of Eligible Employees for years ending 30 September 2022-2024.</p>
Vesting and Exercise	<p>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.</p> <p>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).</p>
Rights Attaching to Performance Rights	<p>Performance rights carry no voting or dividend entitlements during the performance period.</p> <p>Participants must not sell, transfer, encumber, hedge or otherwise deal with unvested performance rights.</p> <p>Performance rights that vest will be subject to a service condition and shares will be held in trust for an additional 12 month period. During this 12 month period, participants will be unable to deal with these shares.</p> <p>However, during the 12 month restriction period, participants will be entitled to receive dividends and other distributions and have full voting rights in respect of any shares allocated to them on vesting of the performance rights.</p> <p>Once the 12 month holding restriction is lifted, participants will be free to deal with the shares allocated, subject to the requirements of the Company's Securities Dealing Policy.</p>
Cessation of Employment	<p>The Board has overriding discretion over the treatment of unvested performance rights when a participant ceases employment. On cessation of employment the Board may, amongst other options, allow the participant to retain a pro-rated number of rights based on the portion of the performance period the participant has worked or to lapse all rights.</p>
Change of Control	<p>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. If the Board does not make a determination, participants will retain all of their incentive securities and the incentive securities will continue to be subject to the original terms of the grant.</p>
Corporate actions/ reconstructions	<p>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.</p>
Clawback	<p>The Board may determine that any unvested rights will lapse or be forfeited, and/or the participant must pay or repay as a debt, proceeds from shares allocated in certain circumstances such as, but not limited to, fraud, gross misconduct, breach of duties or obligations.</p>
Dealings in Incentive Securities	<p>Participants are prohibited from taking out derivatives over performance rights. In addition, after vesting of performance rights, all dealings in shares issued to a participant are regulated by Elders' Securities Dealing Policy which requires, amongst other things, that dealings only take place during open periods specified by Elders.</p>
Exercise of Board Discretion	<p>The Board may exercise its discretion to make adjustments it considers appropriate in light of the purpose and intent of the Plan and the performance conditions. This may include making adjustments to ensure that the interests of the relevant Participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant. The Board uses a number of principles to assess whether to make an adjustment, including:</p> <ul style="list-style-type: none"> • maintaining the desired level of stretch for targets • maintaining the integrity and intention of the reward • aligning outcomes with general market and shareholder expectations • consistent treatment across remuneration elements and performance period • preserving the success and intent of transactions or other actions that have materially benefitted the company <p>If discretion is to be exercised, it may be a result of events such as:</p> <ul style="list-style-type: none"> • acquisitions and acquisition costs • divestments • legislative or accounting standard changes • changes to tax treatments • capital reconstructions or corporate actions • internal reorganisation of the business and/or group assets • events affecting Comparator Companies including, but not limited to, takeovers, mergers or de-mergers that might occur during the Performance Period • events, circumstances or significant items outside of the control of management or which are not reflective of management performance

Voting Exclusion Statement

The Company will disregard any votes cast on Item 5:

- in favour of the resolution by or on behalf of a participant in Elders' Long-Term Incentive Plan and any of their associates (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 or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote in that way; 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 to vote as the proxy decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

Board Recommendation

The Board (with Mr Allison abstaining) unanimously recommends that shareholders approve the Long-Term Incentive Plan for the purposes of ASX Listing Rule 7.2, Exception 13.

Item 6 – 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 Managing Director and CEO's remuneration with long-term value for Shareholders. The Board continually reviews the design of the remuneration framework to ensure it:

- meets its objectives in supporting the overall business strategy,
- is aligned with shareholder interests,
- is competitive and reflects market practice,
- and is simple for both participants and shareholders to understand.

In 2021, the Elders Limited Board determined that it was appropriate to purchase on market shares that are allocated upon the vesting of performance rights. Previously, shares have been issued to satisfy the vesting outcomes. The Board considers that this change is beneficial to Shareholders as it removes the dilutive effect of issuing new shares upon vesting of performance rights.

ASX Listing Rule 10.16 provides that rights granted to directors (or their associates) to acquire shares upon the satisfaction of those rights, where the shares are required by the terms of the employee incentive scheme to be purchased on market, are taken to have been made with the approval of the shareholders under ASX Listing Rule 10.14. ASX Listing Rule 10.14 would otherwise require Shareholder approval for the grant of performance rights to Mr Allison under the Long-Term Incentive Plan because he is a Director of Elders Limited.

The Elders Limited Board considers Shareholder participation in decisions to grant performance rights to directors of the company to be vital to good governance, even where not required by the Listing Rules. Therefore, approval is being sought for the proposed grant of performance rights to Mr Mark Allison, pursuant to the Company's Long-Term Incentive Plan, on the terms set out below.

Terms of proposed grant

Maximum number of performance rights	<p>The proposed grant is for 102,400 performance rights. The grant represents the LTI component of the CEO's remuneration package for the financial year ending 30 September 2022.</p> <p>The maximum number of performance rights was calculated using a face value equivalent to the 5 trading day volume weighted average price as at 30 September 2021 (\$12.062).</p> <p>The performance rights will be granted at no cost to Mr Allison as they form part of his remuneration package, and no amount is payable on vesting of the rights if the performance and service conditions are met.</p> <p>Subject to the satisfaction of the performance and service conditions below, each performance right entitles Mr Allison to one fully paid ordinary share in the Company that carries the same rights as other ordinary shares in the Company.</p> <p>Under the Plan Rules, the Board has discretion to make a cash payment in lieu of an allocation of shares.</p>
Performance period	The performance of each Tranche against the applicable performance hurdle will be measured over the three-year performance period from 1 October 2021 to 30 September 2024.
Rights attaching to performance rights	<p>Performance rights carry no voting or dividend entitlements during the performance period.</p> <p>Mr Allison must not sell, transfer, encumber, hedge or otherwise deal with unvested performance rights.</p> <p>For performance rights that vest, shares will be allocated to Mr Allison. These shares will be held in trust for an additional 12 month period and will be subject to a service condition. During this time, Mr Allison will not be able to deal with these shares.</p> <p>However, during the 12 month restriction period, Mr Allison will be entitled to receive dividends and other distributions and have full voting rights in respect of any shares allocated to him on vesting of the performance rights.</p> <p>Once the 12 month holding restriction is lifted, Mr Allison will be free to deal with the shares allocated, subject to the requirements of the Company's Securities Dealing Policy.</p>
Date of issue	If shareholder approval is obtained, the performance rights will be issued to Mr Allison shortly after the AGM and no later than 28 February 2022.
Performance conditions	The Board has determined that the grants will be divided into two tranches, each of which will comprise 50% of the grant.

Terms of proposed grant

Tranche 1:
Relative TSR against
Comparator Companies

50% of the grant will be subject to Elders' Total Shareholder Return (TSR) performance relative to the TSR performance of the Comparator Companies.

The Comparator Group comprises the companies in the S&P/ASX 200 index as at the start of the Performance Period. Any companies that are delisted from the ASX during the Performance Period or suspended from trading at the end of the Performance Period will be removed from the vesting assessment. The Board has absolute discretion over the calculation methodology and may adjust the Comparator Companies to take into account events including, but not limited to, takeovers, mergers or de-mergers that might occur during the performance period.

TSR is the Board's measurement of the entire return a Shareholder would obtain over the Performance Period. The measure takes into account changes in the share's market value, dividends paid and any significant capital actions that occur during the period. The start and end share values are calculated as the Volume Weighted Average Price over 5 trading days, respectively, at the start and end of the Performance Period.

The percentage of Mr Allison's performance rights that will vest under Tranche 1 is set out in the table below:

Elders' TSR percentile rank over the Performance Period	Percentage of Tranche 1 Performance Rights that vest
Less than 50th percentile	0%
At 50th percentile	50%
Between 50th and 75th percentile	50-100%, increasing on a pro-rata basis
At 75th percentile or above	100%

To ensure an objective assessment of the relative TSR comparison, Elders engages an independent organisation to calculate the TSR ranking.

Gateway

Performance rights under this tranche will only vest in accordance with the above vesting schedule if Elders' absolute TSR, over the Performance Period, is greater than or equal to zero.

Tranche 2:
Earnings per share (EPS)

The remaining 50% of the grant will be subject to an EPS hurdle which measures Elders' compound annual EPS growth rate (CAGR) over the performance period.

The EPS vesting schedule is as follows:

Target measure: 7.5% EPS CAGR over the performance period

Stretch measure: 10% EPS CAGR over the performance period

Actual EPS CAGR over the performance period	Percentage of Tranche 2 Performance Rights that vest
Less than Target	0%
Target	50%
Between Target and Stretch	50-100%, increasing on a pro-rata basis
Stretch and above	100%

Unless the Board determines otherwise, NPAT used in determining EPS will be Underlying NPAT as presented in the Company's Annual Reports and shares issued being the weighted average shares outstanding for each period as per statutory reporting.

Performance testing

Testing of the performance conditions will occur once the results for the financial year ended 30 September 2024 have been approved by the Board. Performance rights will only vest once the Board, in its discretion, determines that relevant conditions have been satisfied.

Any performance rights that do not vest will immediately lapse. There is no re-testing of performance.

The Board may exercise discretion when testing performance conditions and determining vesting outcomes, as outlined in the Summary of the Terms of the Long-Term Incentive Plan in the explanatory note to Item 5.

Participants will be allocated one fully paid ordinary share in Elders for each Performance Right that vests.

Opening EPS

The opening EPS value used for the performance testing calculation will be the FY21 closing EPS used to test the performance outcomes of the FY19 LTI grant as outlined in the FY21 Remuneration Report, being 96.7c (at the date of printing, this number is still subject to finalisation of the FY21 external audit). Upon testing, EPS will be adjusted to reflect tax as Elders will report tax expense in Underlying NPAT from FY22 onwards (previously the recognition of historical tax losses offset the expense impact).

Other

Other terms of the grant including:

- cessation of employment
- change of control
- other adjustments at Board discretion
- clawback

are summarised in the Summary of the Terms of the Long-Term Incentive Plan in the explanatory note to Item 5.

Other information

Total remuneration package for FY22 Details (including the amount) of Mr Allison's total remuneration package are as follows:

Total Fixed Remuneration, including Superannuation (TFR)	A\$1,123,200
Short-Term Incentive opportunity	100% of TFR at maximum
Long-Term Incentive opportunity	110% of TFR at maximum (on face value basis)

Further details of Mr Allison's remuneration are outlined in the Remuneration Report.

Other Information

- Mr Allison is the only director currently entitled to participate in the Company's Long-Term Incentive Plan.
- As at the date of this Notice, no people were covered under Listing Rule 10.14. If any person not named in this Notice and covered by Listing Rule 10.14 does become entitled to participate in an issue of securities under the Long-Term Incentive Plan after the resolution in Item 6 is approved, that person will not participate until shareholder approval is obtained under that Listing Rule.
- 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 in the explanatory notes to Item 5.
- If this resolution is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Allison.
- Details of any securities issued under the Long-Term Incentive Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- The Company has not advanced a loan in relation to this grant of performance rights.
- Elders grants performance rights under its Executive Long-Term Incentive Plan as they create share price alignment between Executives and Shareholders but do not provide Executives with the full benefits of share ownership (such as dividends and voting rights) unless and until the performance rights vest.
- The number of securities that have previously been issued to Mr Allison under the Long-Term Incentive Plan and acquisition prices are below.

Date Granted	No of Rights/ Options Granted	No Vested	Acquisition Price
18-Dec-14	600,000	600,000	\$1.57 per share
17-Dec-15	260,000	260,000	\$0
16-Dec-16	280,000	210,000 + 14,066 <i>(additional shares for dividends not received)</i>	\$0
14-Dec-17	200,000	150,000 + 8,302 <i>(additional shares for dividends not received)</i>	\$0
13-Dec-18	146,000	Performance period ends 30-09-21 146,000 + 9,293 <i>(additional shares for dividends not received)</i>	\$0
12-Dec-19	166,000	Performance period ends 30-09-22	\$0
17-Dec-20	101,000	Performance period ends 30-09-23	\$0

A summary of other material terms of the Long-Term Incentive Plan is included in the explanatory note to Item 5 in this Notice.

Voting Exclusion Statement

The Company will disregard any votes cast:

- in favour of the resolution by or on behalf of Mr Mark Allison and any of his associates (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, this does not apply to a vote cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with an express authorisation to vote on the 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 the following conditions are met:
 - 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 the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation

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

Voting and Participation Information

Participating live online

Shareholders and Proxyholders who have registered their attendance on the Lumi platform can view the AGM live, ask questions and cast live votes during the meeting. It is recommended that Shareholders and Proxyholders login to the online platform at least 15 minutes prior to the scheduled start time for the meeting using the instructions below:



Computer:

Enter the following URL in your browser: web.lumiagm.com/382941627.



Mobile device:

Download the dedicated "Lumi AGM" app

The meeting ID for the AGM is 382-941-627.

Your username is your Voting Access Code (VAC), which is located on the first page of your Voting Form or on your Notice of Meeting email.

If you are an Australian shareholder, your password is the postcode of your registered address. Overseas shareholders should refer to the user guide for the three-character country code.

The user guide is available at boardroomlimited.com.au/agm/elders2021.

Appointed proxies should contact our share registry, Boardroom Pty Ltd, on 1300 737 760 or +61 2 9290 9600 between 8.30am and 5.30pm (AEDT) Monday to Friday to receive your username and password.

For further details on accessing Lumi and joining the meeting, please refer to: boardroomlimited.com.au/agm/elders2021 in advance of the meeting.

Guests can also view the AGM live. To register as a guest please refer to the instructions at: boardroomlimited.com.au/agm/elders2021.

More information about online participation in the meeting is available at: boardroomlimited.com.au/agm/elders2021.

Asking Questions

Questions Prior to the Meeting

Shareholders are able to submit written questions to the Company in advance of the meeting. Questions may be submitted online using the "Ask the Board" function in the online voting platform, or by mail or email to the share registry or Company Secretary. Questions

should be submitted no later than 10am (ACDT) on Tuesday 14 December 2021.

Shareholders are also able to submit written questions to the Auditor in advance of the meeting. Questions may be submitted online by using the "Ask the Board" function in the online voting platform, or by mail or email to the share registry or Company Secretary. Questions should be submitted no later than 5pm (ACDT) on Thursday 9 December 2021.

We will endeavour to address as many of the relevant questions as possible during the course of the meeting. 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 shareholders.

Written Questions in the Meeting

Shareholders and Proxyholders are able to submit written questions during the meeting via Lumi. More information about online participation in the meeting is available at: boardroomlimited.com.au/agm/elders2021.

Spoken Questions in the Meeting

Shareholders and Proxyholders may also ask spoken questions during the meeting by calling toll free number 1800 490 597 or, if calling from overseas, +61 2 8000 4551. You will be asked to provide your name, the entity holding your shares and the SRN/HIN to verify you as a Shareholder.

Means of voting

The Chair will 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, 14 December 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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 AGM should proceed if a technical difficulty arises. In exercising this 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 the Chair of the meeting considers 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 or direct vote in advance of the meeting even if they plan to attend the meeting online.

Direct voting prior to the meeting

Shareholders can lodge their votes electronically at votingonline.com.au/eldagm2021 and follow the prompts. To use this facility, you will need your postcode and Voting Access Code as shown on your Voting Form. You will be taken to have signed your voting instruction if you lodge it in accordance with the instructions on the website. Proxyholders and Shareholders residing outside of Australia should refer to the instructions above to obtain login details.

Further information is also available at boardroomlimited.com.au/agm/elders2021.

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 Voting Form, which includes a section dedicated to the appointment of proxies, has been provided to you in accordance with your communication preference for mail or email. A proxy may be appointed electronically at votingonline.com.au/eldagm2021 or using the Voting Form. Completed proxy appointments must be received by no later than 10:00am (ACDT), Tuesday 14 December 2021.

Completed Voting forms may be received:

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

By Mail
Boardroom Pty Limited
GPO BOX 3993
Sydney NSW 2001

By facsimile
+61 2 9290 9655

Electronic proxy appointments can be made at votingonline.com.au/eldagm2021.

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 (ACDT) on Tuesday, 14 December 2021.

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.
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 in submitting questions and comments;
 - keep their questions to a reasonable length to allow as many Shareholders as possible to participate; and
 - confine questions to matters being considered at the AGM and matters relevant to Shareholders as a whole.

Elders