



Monday 14 November 2022

Notice of 2022 Annual General Meeting

Attached is notice of the Elders Limited (**ASX:ELD**) Annual General Meeting of shareholders to be held on Thursday 15 December 2022, from 10.00am (ACDT).

Further Information:

Peter Hastings, Company Secretary, 0419 222 489

Authorised by:

Peter Hastings, Company Secretary

FOR AUSTRALIAN AGRICULTURE

Elders

2022 Elders Annual General Meeting

Notice is hereby given that the 68th Annual General Meeting of Shareholders of Elders Limited (Company) will be held on **Thursday 15 December 2022, commencing 10.00am (ACDT)** in the City Room, Adelaide Convention Centre, North Terrace, Adelaide, South Australia 5000. Shareholders are encouraged to join virtually or in-person.

Elders Limited ABN 34 004 336 636



Elders Limited
ABN 34 004 336 636

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14 November 2022

Dear Shareholder,

It is my pleasure to invite you to attend the 2022 Annual General Meeting (AGM) of Elders Limited (Elders), which will take place on Thursday 15 December 2022 at 10.00am (ACDT). This Notice of Meeting and Explanatory Notes detail the business that will be dealt with at that meeting.

This year's AGM will be Elders' first hybrid AGM. Your Board is thrilled to once again join with you in person, while continuing to facilitate online attendees. We hope that this will mean as many shareholders as possible will join and participate in the 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/elders22.

I encourage you to consider voting online ahead of the meeting, particularly if you are unable to join us at the prescribed time on 15 December 2022. 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.

Thank you for your continued support of our great company.

Yours sincerely,

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

Ian Wilton
Chair

Notice of 2022 Annual General Meeting Agenda

**Thursday, 15 December 2022
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 2022.

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 2022 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 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 the grant of 107,000 performance rights to the Managing Director & Chief Executive Officer, Mr Mark Charles Allison, on the terms specified in the Explanatory Notes to the Notice of Meeting be approved.”

5. Aggregate Non-Executive Director Fee Pool

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

“That for the purposes of ASX Listing Rule 10.17, Rule 8.6.1 of the Company’s Constitution and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company’s Non-Executive Directors be increased by \$300,000 from \$1,200,000 per annum to \$1,500,000 per annum.”

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
14 November 2022

Explanatory Notes

The following notes have been prepared to assist Shareholders to better understand the business to be considered by Shareholders at the 2022 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 2022 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.

Elders encourages all Shareholders to elect to receive documents by email to ensure efficient and timely communication. The 2022 Annual Report (which includes the Financial Statements and Reports of the Directors and the Auditor) has been emailed to Shareholders who have not elected to receive a hard copy and is also located on the Company's website at: investors.elderslimited.com/investor-centre/?page=annual-reports. A hard copy of the 2022 Annual Report will be mailed to all Shareholders who have elected to receive a printed copy.

Neither the Corporations Act nor the Company's Constitution requires 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 2022 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, child, 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.

Item 3 – Re-Election of Ian Wilton

Mr Wilton was appointed to the Board on 13 April 2014 and was most recently re-elected by Shareholders on 12 December 2019. Mr Wilton 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.

Mr Ian Wilton
MSc, FCCA, FCPA, FAICD, CA

Appointed Chair on 11 September 2019 and Non-Executive Director since 2014, Mr Wilton is also Chair (appointed 11 September 2019) of the Work Health and Safety Committee and Nomination and Prudential Committee. Mr Wilton is 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. He was President and Chief Executive Officer of GrainCorp Malt.

Mr Wilton is a Non-Executive Director of Namoi Cotton Limited (since June 2020).

Mr Wilton was previously Chair of the advisory board of Mackay’s Banana Marketing and Non-Executive Director of Sheep CRC Ltd (Nov 2015 – Sept 2020).

Mr Wilton is a resident of New South Wales.

Mr Wilton has confirmed to the Company that he has sufficient time to continue to fulfil his responsibilities as a director of Elders. He has estimated his other commitments require approximately 5 days per month.

Board Recommendation

For the reasons set out above, the Board (with Mr Wilton abstaining) unanimously recommends the re-election of Mr Wilton as a director.

The Board considers Mr Wilton to be an independent 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 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.

Since 2021, shares have been purchased on market to allocate upon the vesting of performance rights. Prior to this, shares were 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 exempt from 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 107,000 performance rights. The grant represents the LTI component of the CEO’s remuneration package for the financial year ending 30 September 2023.</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 2022 (\$11.887) rounded down to the nearest 100.</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	<p>The performance of each Tranche against the applicable performance hurdle will be measured over the three-year performance period from 1 October 2022 to 30 September 2025.</p>
Rights attaching to performance rights	<p>Performance rights carry no voting or dividend entitlements until they vest into shares.</p> <p>Mr Allison must not sell, transfer, encumber, hedge or otherwise deal with unvested performance rights.</p>
Date of issue	<p>If shareholder approval is obtained, the performance rights will be issued to Mr Allison shortly after the AGM and no later than 28 February 2023.</p>
Performance conditions	<p>The Board has determined that the grants will be divided into two tranches, each of which will comprise 50% of the grant.</p>
Tranche 1: Relative TSR against Comparator Companies	<p>50% of the grant will be subject to Elders’ Total Shareholder Return (TSR) performance relative to the TSR performance of the Comparator Companies.</p> <p>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.</p>

Terms of proposed grant

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 will be 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 ending 30 September 2025 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.

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 for this grant will be the FY22 EPS, calculated using underlying FY22 NPAT, being 97.3c (at the date of printing, although subject to finalisation of the FY22 external audit). The difference between the statutory FY22 EPS and the opening EPS for this grant is reconciled in the FY22 Remuneration Report.

The Long-Term Incentive Plan grant to Mr Allison (the terms of which flow through to other participants in the plan) approved by shareholders at the December 2019 AGM was set on the assumption that historical tax losses would continue to offset company tax expense for the duration of the performance period. Company performance has exceeded growth assumed in the setting of that plan, and, therefore, historical tax losses have been utilised more quickly than expected. Accordingly, the Board has exercised its discretion to adjust the FY22 testing EPS for the impact of this additional company tax expense. This ensures comparability across the performance period of the plan. As a consequence, the closing FY22 EPS for the grant approved by shareholders at the December 2019 AGM, as outlined in the FY22 Remuneration Report, is 138.2c (at the date of printing, although subject to finalisation of the FY22 external audit). Use of the Board's discretion was foreshadowed in the FY21 Remuneration Report.

Restrictions and rights after vesting

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.

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.

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.

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 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 performance rights under the Plan. Non-Executive Directors are not eligible to participate in the Plan. In accordance with the terms of the plan approved by Shareholders at the December 2021 Annual General Meeting, 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 and performance rights granted under the Plan will only vest 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, the Board will allocate the number of shares in respect of the performance rights vested. 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>
Cessation of employment	<p>On cessation of employment due to:</p> <ul style="list-style-type: none"> • retirement • genuine redundancy • death or total and permanent disablement • termination without cause <p>subject to the Board's discretion to determine otherwise no later than 60 days after cessation of employment and subject to the participant's consent:</p> <ul style="list-style-type: none"> • shares held under the 12 month holding restriction will be released to the participant and the participant will be free to deal with the shares • a portion of unvested performance rights will remain on foot and will be tested in the ordinary course as though the participant's employment had not ceased. The pro-rata portion will be calculated having regard to the proportion of the performance period served. All other unvested Performance Rights will lapse on cessation of employment. <p>If the participant ceases employment for any other reason, all of the participant's unvested performance rights or shares held under the 12 month holding restriction, will lapse, unless the Board determines otherwise no later than 60 days after cessation of employment, and the participant consents to retaining the performance 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 vest or cease to be subject to restrictions. If the Board does not make a determination, participants will retain all of their performance rights and the performance rights 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, the Board may make any adjustments it considers appropriate to the terms of a performance right 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 performance rights	<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

Other information required by ASX listing rules

Total remuneration package for FY23	Details (including the amount) of Mr Allison's total remuneration package are as follows:	
	Total Fixed Remuneration, including Superannuation (TFR)	A\$1,157,000
	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	<ul style="list-style-type: none"> 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 other people covered under Listing Rule 10.14 participate in the Long-Term Incentive Plan. 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 4 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. 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.
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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	146,000 + 9,293 <i>(additional shares for dividends not received)</i>	\$0
12-Dec-19	166,000	166,000 + 14,104 <i>(additional shares for dividends not received)</i>	\$0
17-Dec-20	101,000	Performance period ends 30-09-23	\$0
16-Dec-21	102,400	Performance period ends 30-09-24	\$0

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 of the meeting 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.

Item 5 - Approval of the Aggregate Non-Executive Director Fee Pool

ASX Listing Rule 10.17 provides that a listed entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities. In accordance with ASX Listing Rule 10.17, Rule 8.6.1 of the Company's Constitution and for all other purposes, approval is sought from Shareholders to increase the maximum aggregate amount available for Non-Executive Directors' fees in any financial year commencing on or after 1 October 2022 (Fee Pool). The Fee Pool has not been increased since it was last approved by Shareholders at the 2006 Annual General Meeting. At that time, the Fee Pool was \$1,800,000 excluding superannuation. In line with a commitment given to Shareholders at the 2013 Annual General Meeting, the Directors voluntarily reduced the Fee Pool to \$1,200,000.

Approval is now sought to increase the Fee Pool by \$300,000 from \$1,200,000 including superannuation to \$1,500,000 including superannuation. If shareholder approval is provided, the Fee Pool will be increased accordingly with effect from the financial year that commenced on 1 October 2022. If shareholder approval is not provided, the Fee Pool will remain at \$1,200,000 including superannuation until otherwise approved by shareholders in the future.

The proposal follows consideration of Board succession planning, through which the Board identified a need to appoint an additional Non-Executive Director. The Board expects to appoint the new Director in FY23.

In addition, with expansion to the oversight responsibilities of the Board Work Health and Safety Committee (which will become the Board Safety and Sustainability Committee, effective 1 January 2023), the Board saw fit to review and equalise fees paid to the chairs and members of each committee.

In September 2022, EY conducted external benchmarking of the aggregate fee pool to assist the Board in assessing the proposed changes. Based on a comparator group of 50-200% of Elders' 12 month average market capitalisation, the average fee pool is \$1,300,000 and 75th percentile is \$1,500,000.

Details of fees paid to Non-Executive Directors in FY22 are provided in the 2022 Annual Report and proposed fees for FY23 are summarised below.

Non-Executive Director Annual Fee Structure

	2022		2023*	
	Chair A\$	Member A\$	Chair A\$	Member A\$
Board	298,968**	131,274	307,900	135,200
Audit, Risk and Compliance Committee	33,660	17,952	25,000	12,500
Remuneration and Human Resources Committee	22,400	11,220	25,000	12,500
Safety and Sustainability Committee	0	0	25,000	12,500
Nomination and Prudential Committee	0	0	0	0

*Effective 1 January 2023

**The Chair of the Board does not receive any additional fees for serving on or chairing any Board committee

Fees paid to Directors out of the Fee Pool are reviewed annually to ensure they are appropriate. The proposed Fee Pool is expected to assist to ensure Directors fees can continue to be set at sufficiently competitive rates to attract and retain Non-Executive Directors with the skills and experience required by the Company.

The Directors stress that it is not intended to utilise all of the maximum aggregate amount of \$1,500,000, if approved, in the current year.

No securities have been issued to Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 in the last 3 years.

Voting Exclusion Statement

The Company will disregard any votes cast:

- in favour of the resolution by or on behalf of a Director and any of their associates (regardless of the capacity in which the vote is cast); or
- by a member of the KMP at the date of the meeting (or their closely related parties) 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 of the meeting 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

Given the interest in this item of each Non-Executive Director, the Board does not consider it appropriate to make a recommendation on this resolution.

Voting and Participation Information

Participating in-person

Elders welcomes Shareholders to join the 2022 Annual General Meeting in-person in the City Room, Adelaide Convention Centre, North Terrace, Adelaide SA 5000. The meeting will commence promptly at 10.00am (ACDT). Registration will open at 9.00am (ACDT).

Participating live online

Shareholders 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:



Enter the following URL in your web browser: web.lumiagm.com/367729822

The meeting ID for the AGM is **367-729-822**.

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/elders22.

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/elders22 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/elders22.

More information about online participation in the meeting is available at: boardroomlimited.com.au/agm/elders22.

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 available online at boardroomlimited.com.au/agm/elders22, or by mail or email to the share registry or Company Secretary. Questions should be submitted no later than 10am (ACDT) on Tuesday 13 December 2022.

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 available online at boardroomlimited.com.au/agm/elders22, or by mail or email to the share registry or Company Secretary. Questions should be submitted no later than 11.59pm (ACDT) on Thursday 8 December 2022.

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. Written questions may be moderated to avoid repetition and to make them more concise. More information about online participation in the meeting is available at: boardroomlimited.com.au/agm/elders22.

Spoken Questions in the Meeting

Shareholders and Proxyholders may also ask spoken questions during the meeting. Shareholders and Proxyholders joining online may ask a spoken question using the "Request to Speak" function in the Lumi platform. More information about how to use the Lumi platform to ask questions is available in the user guide at boardroomlimited.com.au/agm/elders22.

Means of voting

The Chair of the meeting 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, 13 December 2022. 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/eldagm22 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/agsm/elders22.

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 also be appointed electronically at votingonline.com.au/eldagm22 or using the Voting Form. Completed proxy appointments must be received by no later than 10:00am (ACDT), Tuesday 13 December 2022.

Completed Voting Forms may be received:

In Person
Boardroom Pty Limited
Level 8, 210 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/eldagm22.

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 for the receipt of proxy appointments by no later than 10:00am (ACDT) on Tuesday, 13 December 2022.

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 of the meeting) 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 of the meeting 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 of the meeting intends to vote undirected proxies. It is the current intention of the Chair of the meeting 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