

19 December 2024

# Elders Limited 2024 AGM Presentations and Proxy and Direct Voting

Elders Limited (ASX:ELD) attaches the following documents ahead of the 2024 Annual General Meeting, being held as a hybrid meeting today.

- Chair's Address
- Managing Director and Chief Executive Officer's Address
- Summary of proxy and direct votes received ahead of the meeting.

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**Further Information:**

Mark Allison, Managing Director & Chief Executive Officer, 0439 030 905

**Media Enquiries:**

Meagan Burbidge, Senior Communications Specialist, 0417 841 092

**Authorised by:**

Peter Hastings, Company Secretary

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## Chair's Address: 2024 Annual General Meeting

Good morning again, everyone,

It is my great pleasure to address you today, in the year that marks the 185th anniversary of Elders serving Australia's agricultural industry.

Despite difficult conditions in the first half of FY24, Elders has delivered a resilient financial result with much to look forward to in 2025. While performance varied across the country, a focus on building and maintaining Elders' product and geographic diversification has allowed us to deliver steady earnings overall and make significant progress toward our ambitions set out in the current Elders Eight Point plan.

A notable step in Elders' diversification strategy has been the agreement to acquire Delta Agribusiness, as we announced in November. I will leave Mark to elaborate on this, but I would like to express how pleased the Board is to support this initiative.

I am also pleased that to help fund this acquisition and additional balance sheet flexibility, \$246 million has been raised through a fully underwritten rights issue.

We continue to work with the ACCC to seek informal merger clearance for the acquisition. The ACCC has indicated that it will provide a provisional decision by mid-March next year.

Elders has a proven track record of synergy generation through backward integration, and we anticipate this acquisition will create meaningful value for Elders shareholders.

As we close 2024 and look ahead to 2025, I am pleased with the Board's progress in its own renewal process. This has been undertaken to ensure we are equipped with the right skills and expertise to serve the business as it continues to grow.

Over the past twelve months we have welcomed Mr John Lloyd, Mr Damien Frawley, Mr Glenn Davis, and most recently, Ms Bethwyn Todd as new non-executive directors. Ms Todd will formally join the Board in January 2025.

Ms Todd brings to the Board significant executive experience, coupled with a strong understanding of the agricultural and agricultural chemical sectors. She worked for FMC Corporation in senior management roles for approximately 12 years, most recently as President of Asia Pacific and Vice President FMC Corporation. Ms Todd was also President of CropLife Asia from 2019 to 2021.

I would like to note Raelene Murphy's retirement from the Board as of this meeting and to thank her for her contribution over the past 4 years.

On a personal note, this is likely to be my last AGM as Chair of the Board, as I will hand over to one of my colleagues during 2025. It has been an honour to serve this great company as Chair over the past 5 years, and as a director for 11 years.

The Board has also continued its important task of CEO succession planning during FY24. Working with an external professional firm, we have evaluated the potential of senior executives and have identified development needs to equip them to be candidates for further advancement.

The Board discusses CEO succession at each of its meetings.

As mentioned in the annual report, Mr Allison has indicated his willingness to continue in the role of MD and CEO at least until the end of the current Eight Point Plan, in 2026.

I'd like now to respond to last year's first strike. As you know, shareholders voted against the Remuneration Report at last year's AGM. In addition, the proposal to issue Service Rights to Mark Allison, which were intended to incentivise him to remain as Managing Director and Chief Executive Officer until at least June 2025, was rejected.

As discussed in this year's Remuneration Report, the Board deliberated extensively before making the decision to settle the obligation to Mr Allison in cash. The Board firmly believes his retention arrangements are in the best interests of the company and shareholders.

Throughout the year, the Board dedicated significant time to engaging with proxy advisors and major shareholders. Their feedback indicated that the vote against the Remuneration Report stemmed from concerns about the overall level of Mr Allison's remuneration, as well as concerns around succession planning before his planned retirement from Elders.

The Board acknowledges the concerns raised by shareholders, which were largely due to one-off decisions made to address CEO succession matters under extraordinary circumstances.

These decisions aimed to mitigate risks to the business, considering factors such as the ongoing Elders' system modernisation, supply chain rationalisation, and prevailing business conditions at the time.

The Board does not view this as a precedent for future remuneration decisions, and I reiterate that no further retention payments will be made beyond the commitments already in place for June 2025.

The Board believes that the remuneration package established for Mr Allison is fair and suitable, given the company's circumstances, Mr. Allison's performance and value to the company. It is in line with external benchmarking provided to Elders by an independent third party.

With a secure leadership team in place, and refreshed CEO succession plans being overseen by a Board that has continued its own renewal process, your directors look forward to continuing to oversee the interests of shareholders through the next chapter of Elders' growth and success.

I would like to thank my fellow Directors for their contribution, as well acknowledging our dedicated and hard working team of pink shirts. And thank you to all our shareholders for your continuing support.

With this, I will hand over to our CEO, Mark Allison.

## Managing Director and Chief Executive Officer's Address: 2024 Annual General Meeting

Good morning and thank you for joining us in person and online today for Elders' 2024 annual general meeting.

I am pleased to address you this morning after what has been a year marked with significant progress and achievement, albeit hand in hand with significant challenge.

In FY24, Elders delivered underlying earnings before interest and tax of \$128 million, a decrease of 25% on last year.

An underperforming first quarter, caused by declining livestock prices, lower crop protection gross margin and subdued client sentiment, was partially offset by improved trading in the second half.

With the backdrop of difficult market conditions and uncertain geopolitical times, Elders maintained its position as the most trusted agribusiness brand amongst farmers in rural and regional Australia.

Our customer focused approach to business has helped us to achieve this, as well as our appreciation for the importance of community investment.

Both are crucial to the viability and well-being of agricultural towns and industries.

In line with this, we launched the inaugural Elders Community Giving Project.

This project awarded 14 grants to small community groups and organisations around the country to implement long term change in rural and regional Australia.

All of these accomplishments are due to our people, and clearly their safety and wellbeing are paramount in our thinking.

This year we maintained our downward trend in lost time injuries to two, compared to three in FY23.

At Elders, we see it is unacceptable that any of our people are harmed at work, and we strive for a 'zero harm' work environment.

Central to employees' wellbeing is their feeling of inclusion and representation in the workplace, so in FY24, the Elders Inclusion Committee introduced our inaugural Indigenous Engagement Strategy.

This strategy supports Elders in creating shared benefits and in expanding our contribution to indigenous communities.

We also progressed our efforts to increase the proportion of women in higher paying roles through focused recruitment and succession programs.

This is an area that we will continue to drive with our expanded business in FY25.

Aligned to our Eight Point Plan, we have a methodical program to regain the growth profile for Elders during FY25. I'm pleased to report that trading in the first quarter has been consistent with Elders' assumption of a return to average seasonal conditions, and debtor collection in-line with expectations outlined during the FY24 full year announcement.

Achieving financial benefits from our rural products supply chain optimisation, Wool Handling automation, Systems Modernisation and cost and capital optimisation programs will be critical in allowing us to maintain acceptable shareholder returns in challenging conditions and excellent shareholder returns in average conditions.

We produced a resilient result in FY24, which was largely due to the multiple diversifications in the business model, with a geographical, product, service, channel, crop and livestock segment and enterprise type portfolio approach.

In FY24 we added 21 points of presence to the business in areas of key strategic relevance.

Through our growth strategy we welcomed a range of high-quality bolt-on businesses, as well as opened Elders Wool with a distribution centre in Rockingham WA, and a world-first automated wool handling facility in Ravenhall, Melbourne.

Last month I was pleased to announce Elders has entered into an agreement to acquire Delta Agribusiness.

Delta supplies a range of agricultural products and services through a network of 68 locations and approximately 40 independent wholesale customers.

For Elders, this acquisition will deliver, amongst other things:

- greater geographic diversification and improved ability to service farming clients, particularly in New South Wales, North West Victoria, South Australia and Western Australia,
- additional regulatory packages and intellectual property in crop protection and animal health products,
- enhancement to Elders' technical expertise and offering in ag tech and precision agriculture, and,
- the opportunity to realise synergies through backward integration.

Elders has a strong track record of successful light-touch integration acquisitions.

With this in mind, we will maintain the Delta brand and support its ongoing success without any changes to staff or branches.

Through this approach, Elders will preserve the well-respected brand, culture and people of Delta who have driven its success to now.

A similar approach was taken with our acquisitions of AIRR and Titan Ag with overwhelming success.

We anticipate the transaction will complete in the first half of 2025, subject to ACCC approval, and expect a positive impact on Elders' FY25 financial results.

Another important milestone for Elders this financial year has been progress in our Systems Modernisation project.

SysMod is integral to Elders' ability to continue to grow and provide a seamless experience to our customers.

In FY24 we progressed to Wave 2 and have begun to implement Microsoft Dynamics 365 for our retail operations and supply chain.

Implementation commenced in our Murray Bridge branch in South Australia and has been very successful.

We expect to see marked improvements in customer service and back-end efficiency as we streamline our processes across sales, inventory management and customer service with the national roll out throughout 2025.

We have also commenced work on Wave 3 which is the implementation of a new livestock operations system.

This year we have continued to adapt our service offering to clients to support their sustainability and efficiency goals through Thomas Elder Sustainable Agriculture (which we call TESA).

TESA aims to promote greater on-farm adoption of research-based practices to make for more productive and sustainable farms, that are resilient to changing climate and able to seize potential opportunities in emerging markets.

Through TESA we announced the signing of a Memorandum of Understanding with SmartSat CRC, Australia's leading space research centre.

This partnership will support the utilisation of satellite-enabled earth observation technologies to address key challenges in Australian agriculture, such as:

- monitoring and reporting emissions,
- managing weeds pests and disease in broadacre cropping systems, and
- increasing quality and quantity of yields in viticulture.

Our Sustainability report includes more information about our work in this space.

It also demonstrates significant progress against our ambition to drive industry leading sustainability outcomes across health and safety, community, environment and governance to benefit our customers, communities, industry, people, and shareholders.

As we embark on FY25 I would like to thank Elders' dedicated staff, including my leadership team, who are of course central to all that we have achieved this year and are fundamental to Elders' future growth.

Thank you to our shareholders and industry colleagues whose support has been invaluable this year.

And to our loyal clients, we are proud to be of service to you; thank you for trusting Elders.

I look forward to achieving progress on our Eight Point Plan ambitions in 2025, and contributing to meaningful change and growth in the Australian agriculture industry.



## Proxy and Direct Votes Received Prior to 2024 Annual General Meeting

Resolutions	For Holders	%	For Votes	%	Against Holders	%	Against Votes	%	Open Holders	%	Open Votes	%	Total Holders	Total Votes	Exclusions Holders	Exclusions Votes	Abstain Holders	Abstain Votes
Item 2. Adoption of Remuneration Report	286	47.19	30,054,705	31.95	193	31.85	63,166,634	67.16	127	20.96	833,443	0.89	606	94,054,782	1	175,143	41	460,078
Item 3. Election of Damien Frawley	413	66.72	91,755,824	97.28	66	10.66	1,707,315	1.81	140	22.62	857,268	0.91	619	94,320,407	0	0	27	375,708
Item 4. Election of Glenn Davis	399	64.15	81,710,195	86.63	79	12.70	11,744,730	12.45	144	23.15	865,600	0.92	622	94,320,525	0	0	27	375,708
Item 5. Re-Election of Robyn Clubb	397	63.62	82,147,919	87.10	83	13.30	11,310,528	11.99	144	23.08	858,444	0.91	624	94,316,891	0	0	25	379,224
Item 6. Managing Director's Long-Term Incentive	219	36.20	91,680,427	97.65	253	41.82	1,354,713	1.44	133	21.98	851,641	0.91	605	93,886,781	1	175,143	39	634,762
Item 7(a). Approval of Financial Assistance - IPST Holdings Pty Ltd and each of its Subsidiaries (Special Resolution)	293	51.40	92,934,622	98.66	128	22.46	397,818	0.42	149	26.14	868,247	0.92	570	94,200,687	0	0	67	480,817
Item 7(b). Approval of Financial Assistance – Riverland Lending Services Pty Ltd (Special Resolution)	297	51.93	92,942,699	98.66	127	22.20	391,499	0.42	148	25.87	867,522	0.92	572	94,201,720	0	0	65	479,784
Item 7(c). Approval of Financial Assistance – Robian Holdings Pty Ltd (Special Resolution)	290	50.88	92,927,364	98.65	132	23.16	407,554	0.43	148	25.96	866,255	0.92	570	94,201,173	0	0	67	480,331
Item 8. Spill Resolution (Conditional Item)	211	37.15	12,625,819	13.47	212	37.32	80,241,173	85.60	145	25.53	875,188	0.93	568	93,742,180	1	175,143	78	774,222