



Monday 16 November 2020

Notice of 2020 Annual General Meeting

Attached is notice of Elders Limited's (ASX:ELD) Annual General Meeting of shareholders to be held virtually on Thursday, 17 December 2020 from 10:00am (ACDT).

Further Information:

Peter Hastings
Company Secretary
08 8425 4964

Authorised by:

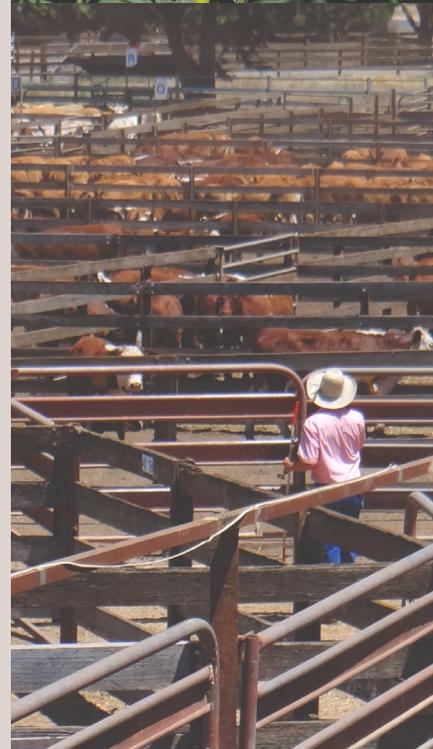
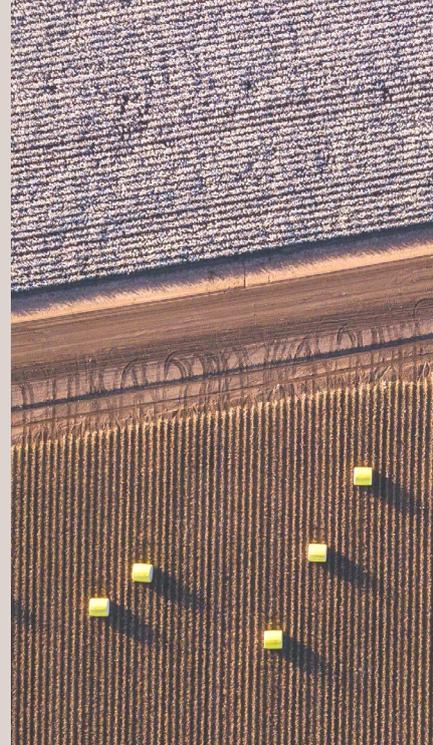
Peter Hastings
Company Secretary

2020 Elders Annual General Meeting

Notice is hereby given that the 66th Annual General Meeting of Shareholders of Elders Limited (Company) will be held virtually on Thursday, 17 December 2020 commencing at 10.00am (Australian Central Daylight Time).



Elders Limited ABN 34 004 336 636





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ABN 34 004 336 636

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16 November 2020

Dear Shareholder,

It is my pleasure to invite you to attend the 2020 Annual General Meeting (AGM) of Elders Limited (Elders), which will take place on 17 December 2020 at 10.00am (ACDT). This Notice of Meeting and Explanatory Notes detail the business that will be dealt with at that meeting.

This has been an extraordinary year by any measure. In the face of first bushfires and then the global COVID-19 pandemic, Elders' people have risen to the challenge, ensuring the essential services that Elders provides to Australia's farmers and associated communities were maintained. We are exceptionally proud of our people, who have shown great strength, agility and resilience to withstand the challenges of this time.

The ongoing coronavirus pandemic (and associated advice of government health authorities and public health concerns) means that your AGM will be held as a virtual (online) meeting this year. 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/elders. Full detail of the business to be conducted at the meeting is set out in this Notice.

We hope that this format will allow even greater shareholder participation than a physical meeting.

At last year's AGM, Elders received a "first strike" on the resolution to adopt the Remuneration Report. The Board has taken this shareholder feedback very seriously and has engaged with shareholders and proxy advisors to better understand what our shareholders require in relation to remuneration issues. As a result of the feedback and the comprehensive review conducted throughout FY20, Elders has made several changes to its remuneration structure. Information about the changes we have made and how we have sought to address shareholder concerns are detailed on page 93 of the FY20 Remuneration Report.

Consistent with the relief provided by Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, hard copies of this Notice of Meeting are not being sent by mail this year. Details of how to cast your votes or appoint a proxy to vote or speak on your behalf are set out on pages 14 to 15 of this Notice and further information about how to participate in the meeting is available on the website noted above.

The Elders Board believes the resolutions proposed in the Notice and described in the Explanatory Notes (except item 8) 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 items 2 to 7 (inclusive). The Elders Board does not believe that item 8 is in the best interests of Elders' shareholders, and unanimously recommends that you vote against item 8. If you appoint me as your proxy but do not direct me how to vote, I intend to vote in favour of items 2 to 7 (inclusive), and against the conditional spill resolution in item 8, on your behalf.

Yours sincerely,

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

Ian Wilton
Chair

Notice of 2020 Annual General Meeting

Agenda

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 2020.

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 2020 be adopted.”

Note that the vote on this item is advisory only and does not bind the Company or the Directors of the Company; however, if 25% or more of the votes cast on this resolution are against it, the conditional spill resolution (item 8) will be put to the AGM.

3. Re-Election of Diana Eilert

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

“That Diana Eilert, 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 Matthew Quinn

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

“That Matthew Quinn, 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. Managing Director’s Long-Term Incentive

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

“That for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of 101,000 performance rights to the Managing Director & Chief Executive Officer, Mr Mark Charles Allison, on the terms specified in the accompanying Explanatory Notes be approved.”

6. Constitutional Amendment

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

“That for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended in the manner set out in the accompanying Explanatory Notes, with effect from the close of the meeting.”

7. Reinstatement of Proportional Takeover Approval Rule

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

“That the proportional takeover approval rule in the form of rule 6 of the Company’s Constitution, as last approved by shareholders on 14 December 2017, be reinstated in the Constitution for a period of three years from the date of the meeting.”

8. Spill Resolution (Conditional Item)

Condition for item 8: This resolution will only be put to the Meeting if at least 25% of the votes validly cast on item 2 are against that resolution.

If you do not want a spill meeting to take place, you should vote ‘against’ item 8. If you want a spill meeting to take place, you should vote ‘for’ item 8.

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

‘That, subject to and conditional on at least 25% of the votes cast on item 2 being cast against adoption of the Remuneration Report for the year ended 30 September 2020:

- an extraordinary general meeting of the Company (the ‘spill meeting’) be held within 90 days of the passing of this resolution;
- all of the Non-Executive Directors in office when the resolution to make the Directors’ Report for the year ended 30 September 2020 was passed and who remain in office at the time of the spill meeting, cease to hold office immediately before the end of the spill meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting’.

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
13 November 2020

Explanatory Notes

The following notes have been prepared to assist shareholders to better understand the business to be considered by shareholders at the 2020 Annual General Meeting. The Directors recommend that shareholders read the Explanatory Notes before determining whether to support the resolutions.

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

In accordance with the requirements of the *Corporations Act 2001 (Cth)* (Corporations Act) and the Constitution of the Company, the Financial Statements and Reports of the Directors and the Auditor for the 12 month period ended 30 September 2020 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, and will be given a reasonable opportunity at the AGM to ask the Auditor or its representatives questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

A copy of the 2020 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 2020 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 2020 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.

At last year's AGM, Elders received a "first strike" against the Remuneration Report when more than 25% of votes cast were against adoption of the Report. Elders' Board and management took that very seriously and a comprehensive review of the remuneration framework was conducted throughout FY20.

As a result of the feedback received and outcomes of the review of executive remuneration practices, Elders has made the following changes:

- Greater clarity and transparency of performance measure calculations
 - Where non-statutory or underlying measures are used in performance calculations, Elders commits to provide additional disclosures showing reconciliation with statutory measures and will provide an explanation for any adjustments made
 - Elders will provide additional disclosures regarding the calculation of performance measures for Short-Term Incentives
- Amendments to the remuneration framework, including:
 - sliding scales for Long-Term Incentive vesting hurdles, as opposed to cliff vesting
 - for the FY21 Long-Term Incentive (LTI) grant, the introduction of a 50% relative Total Shareholder Return (rTSR) performance condition with the remaining 50% subject to an earnings per share (EPS) measure. The rTSR tranche will also be subject to an absolute TSR gateway of greater than or equal to zero
 - any shares allocated on the vesting of rights under the FY21 LTI grant will be subject to a 12 month holding lock
 - participants in the FY21 Long-Term Incentive grant will no longer be compensated for the value of dividends not received by a participant over the performance period
 - Short-Term Incentive performance measures for FY21 have been weighted more heavily towards financial measures and, for the MD & CEO and Senior Executives, 40% of any award will be deferred into equity with 50% payable after year 1 and 50% after year 2
 - broadening the scope of the minimum shareholding policy to include the MD & CEO and Senior Executives

More detail regarding Elders' response to concerns raised in relation to the FY19 Remuneration Report is set out on page 93 of the Annual Report. Page 102 of the Annual Report also explains how the remuneration framework has been restructured.

As a consequence of the first strike in FY19, if 25% or more votes are cast against this resolution, the resolution in item 8 will be put to shareholders at this meeting.

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.

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

Board Recommendation

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

Re-Election and Election of Directors

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

Item 3 – Re-Election of Diana Eilert

Ms Eilert was appointed to the Board on 14 November 2017 and was elected by shareholders on 14 December 2017. Ms Eilert will retire by rotation at the AGM and stand for re-election in accordance with Rule 8.1.5(b) of the Company's Constitution.

Ms Diana Eilert

BSc (Syd), MCom (UNSW), GAICD, member of Chief Executive Women

Non-Executive Director since November 2017, Ms Eilert was appointed Chair of the Remuneration and Human Resources Committee on 11 September 2019. She is also a member of the Audit, Risk and Compliance Committee, the Work Health and Safety Committee and the Nomination and Prudential Committee.

With an executive career of more than 25 years, Ms Eilert brings four main skills to the Elders board – CEO level operational leadership, strategy, technology and digital disruption and customer experience/marketing.

Ms Eilert's career includes roles as Group Executive for Suncorp's entire insurance business and subsequently Group Executive for Technology, People and Marketing. In her 10 years with Citibank, Diana's roles included Head of Credit Risk Policy, running the Mortgage business, and Lending Operations for Australia and New Zealand. She was also a Partner with IBM. In her final executive role as Head of Strategy and Corporate Development for News Limited, Diana developed a deep understanding of digital trends, disruption and alternate strategies for a large traditional business.

Ms Eilert is currently a Non-Executive Director of ASX listed companies Domain Holdings Australia Limited (since 16 November 2017) and Super Retail Group Limited (since 21 October 2015). She is also a member of the Australian Competition Tribunal. Ms Eilert was previously a director of Navitas Limited (28 July 2014 – 5 July 2019), realestate.com.au (REA Group) (30 June 2010 – 17 February 2012) and Veda (data and analytics) (4 October 2013 – 25 Feb 2016).

Ms Eilert 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 board and tribunal commitments require approximately 95 hours of her time per month.

Board Recommendation

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

The Board considers Ms Eilert to be an independent director.

Item 4 – Election of Matthew Quinn

Mr Quinn was appointed to the Board on 20 February 2020. Mr Quinn will stand for election at the AGM in accordance with Rule 8.1.5(a) of the Company's Constitution.

Mr Matthew Quinn

BSc, ACA

The Board appointed Mr Quinn as Non-Executive Director in February 2020. He 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.

Mr Quinn holds a Bachelor of Chemistry and Management and is a Chartered Accountant. He also has senior executive experience having been the Managing Director of Stockland for thirteen years.

Mr Quinn has extensive Non-Executive Director experience in the Australian listed company environment. His current Non-Executive Director positions are at CSR Limited (since 20 August 2013), Class Limited (Chairman, director since 1 July 2015) and Regis Healthcare Limited (since 1 March 2018). He is also Chairman of unlisted TSA Management Holdings Limited (since 11 June 2018).

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

Mr Quinn has confirmed to the Company that he has sufficient time to fulfil the role as a director of Elders. He has estimated that his other board commitments require approximately 75 to 100 hours of his time per month.

Board Recommendation

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

The Board considers Mr Quinn to be an independent director.

Item 5 – 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.

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. ASX Listing Rule 10.14 requires shareholder approval for a Director to be issued shares under an employee incentive scheme. Shareholder approval is required under Listing Rule 10.14.1, because Mr Allison is a director of Elders.

Terms of proposed grant

Maximum number of performance rights	<p>The proposed grant is for 101,000 performance rights. The grant represents the LTI component of the CEO's remuneration package for the financial year ending 30 September 2021.</p> <p>The maximum number of performance rights was calculated using a face value equivalent to the 5 trading day VWAP as at 30 September 2020 (\$10.841).</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 2020 to 30 September 2023.</p>
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 months 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	<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 2021.</p>

Terms of proposed grant

Performance conditions The Board has determined that the grants will be divided into two tranches, each of which will comprise 50% of the 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 excluding the companies in the S&P/ASX 100 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.

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 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 50 th percentile	0%
At 50 th percentile	50%
Between 50 th and 75 th percentile	50-100%, on a straight line sliding scale
At 75 th 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% pa EPS CAGR over the performance period

Stretch measure: 10% pa 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%, on a straight line sliding scale
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 2023 have been approved by the Board. There will be no re-testing of performance. Performance rights that do not vest will lapse.

The Board may exercise discretion when testing performance conditions and determining vesting outcomes, as outlined in the Overview of the Company's Long-Term Incentive Rules below.

Opening EPS The opening value for EPS used in the performance testing calculation will be 70.7 cents per share.

Other Other terms of the grant including:

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

are summarised in the Overview of the Company's Long-Term Incentive Rules on the following page.

Other information required by the ASX listing rules

Total remuneration package for FY21 ASX Listing Rule 10.15.4 requires the Notice of Meeting to include details (including the amount) of Mr Allison's total remuneration package:

Total Fixed Remuneration, including Superannuation (TFR)	A\$1,000,000
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

- 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 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 an issue of securities under the Long-Term Incentive Plan after the resolution in Item 5 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 below.
- 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 Shareholder 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	Performance period ends 30-09-20	\$0
13-Dec-18	146,000	Performance period ends 30-09-21	\$0
12-Dec-19	166,000	Performance period ends 30-09-22	\$0

Overview of the Long-Term Incentive Plan for FY21

Offers under the Plan and eligibility The Board may invite Eligible Employees to participate in a grant of Incentive Securities, which may comprise restricted shares, options and/or performance rights. Offers will be made on the terms set out in the Plan and on any additional terms determined by the Board. Offers made to Eligible Employees (other than Mr Allison) in the year ending 30 September 2021 will be made on the same terms as those described for Mr Allison above.

An Eligible Employee is an employee of the Elders Group, including a director employed in an executive capacity, or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the Plan. Non-Executive Directors are not eligible to participate in the Plan. It is anticipated that 368,000 performance rights (including those issued to Mr Allison) will be issued under the Plan in connection with the Long-Term Incentive Plan component of the remuneration packages of Eligible Employees for the year ending 30 September 2021.

Cessation of employment If a participant ceases to be an employee of Elders, that participant's Incentive Securities will continue to be held by the participant and continue to be subject to the Plan Rules and the relevant conditions advised to the participant by the Board.

However, the Board may determine (in its absolute discretion) that some or all of a participant's Incentive Securities lapse, vest, are exercisable for a prescribed period (if applicable) or are no longer subject to some of the restrictions that previously applied.

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

Overview of the Long-Term Incentive Plan for FY21 (Continued)

Corporate actions/reconstructions	Prior to the allocation of shares to a participant upon vesting of performance rights or exercise of options (as the case may be), the Board may make any adjustments it considers appropriate to the terms of a performance right and/or option granted to a participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction.
Clawback	If, in the opinion of the Board, a participant's Incentive Securities vest or may vest as a result of certain activities such as fraud, dishonesty, gross misconduct by the participant or breach of duties or obligations of any other person, the Board may determine that Incentive Securities held on behalf of the participant will lapse or be forfeited, and/or that the participant must pay or repay as a debt proceeds from the sale or disposal of the shares allocated to the participant under the Plan.
Dealings in Incentive Securities	Subject to the Company's Securities Dealing Policy, any dealing in respect of an Incentive Security is prohibited unless the Board determines otherwise or the dealing is required by law.
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 • divestments • legislative or accounting standard changes • 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:

- 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.

Item 6 – Approval of the Amended Constitution

Under ASX Listing Rule 9.1, entities that issue or have issued restricted securities must include certain provisions in their constitution. As at the date of this Notice, Elders does not have restricted securities on issue. Amendments to the Constitution are now sought to ensure that Elders is not impeded by a lack of required constitutional provisions if they become relevant on a future date.

It is proposed that Clause 2.7 of the Constitution be replaced in its entirety.

Clause 2.7 of the Constitution currently states:

2.7 Restricted securities

Despite any other provision of this constitution:

- 2.7.1 restricted securities cannot be disposed of during the escrow period except as permitted by the Listing Rules or the ASX;
- 2.7.2 the company will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the escrow period except as permitted by the Listing Rules or the ASX; and
- 2.7.3 during a breach of the Listing Rules relating to restricted securities, or a breach of a restriction agreement, the holder of restricted securities is not entitled to any dividend or distribution, or exercise any voting rights, in respect of the restricted securities.

Under the proposed amendments, Clause 2.7 will state:

2.7 Restricted securities

If any restricted securities are issued on or after 1 December 2019, then despite any other provision of this constitution:

- 2.7.1 a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- 2.7.2 if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- 2.7.3 the company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- 2.7.4 a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX; and
- 2.7.5 if a holder of restricted securities breaches a restriction deed or a provision of this constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

For the avoidance of doubt, the terms of this constitution that were in force on 30 November 2019 will continue to govern any restricted securities issued on or before that date.

If this resolution is not approved, Elders will be unable to issue restricted securities or participate in any transaction (such as a merger or acquisition) that would result in Elders having restricted securities on issue. If this resolution is approved, Elders may issue, or have on issue, restricted securities. As at the date of this Notice, Elders has no plan to issue restricted securities.

Board Recommendation

The Board unanimously recommends passing the resolution.

Item 7 – Reinstatement of the Proportional Takeover Approval Rule in the Constitution

Rule 6 of the Constitution provides that the Company is prohibited from registering a transfer of shares resulting from a proportional takeover scheme unless and until shareholders in a general meeting approve the offer. This Rule is designed to assist shareholders to receive proper value for their shares if a proportional takeover scheme bid is made for the Company. In accordance with the Corporations Act, this Rule ceases to have effect at the end of the third anniversary of its adoption. As Rule 6 was last approved by shareholders in a general meeting on 14 December 2017 it will automatically cease to have effect on 14 December 2020.

As the Directors consider that it is in the best interests of the Company's shareholders to have a proportional takeover rule in the Constitution, shareholders are asked to consider a special resolution to reinstate the previous Rule 6 on identical terms. If the proposed resolution is approved by shareholders, Rule 6 will be reinstated and have effect on identical terms as the existing Rule 6 until 17 December 2023.

The Corporations Act requires that the following information be provided to shareholders when they are considering the reinstatement of proportional takeover provisions in a constitution.

What is a proportional takeover scheme?

A proportional takeover scheme is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. The provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

Effect of a Proposed Proportional Takeover Approval Rule

Rule 6 requires that, if a proportional takeover scheme bid is received, the Directors are to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover scheme. The meeting must be held, and the resolution voted upon, at least 15 days before the close of the offer. Rule 6 provides that for a resolution to be approved, it must be passed by a majority at the meeting, excluding votes by the offeror and its associates. If a meeting is not held to vote on the approving resolution, the Directors will breach the Corporations Act. However, in these circumstances a resolution approving the proportional offer will be deemed to have been passed. In effect, shareholders may only prohibit a proportional takeover scheme by passing a resolution rejecting the proportional takeover scheme. If a resolution is rejected by shareholders, the registration of any transfer of shares resulting from the proportional offer will be prohibited and the offer deemed withdrawn. If approved, the relevant transfers of shares to the offeror will be registered, provided they comply with the other provisions of the Constitution.

This Rule does not apply to full takeover bids and, if reinstated, will cease to have effect at the end of the third anniversary of its adoption, that is, on 17 December 2023, unless again reinstated or renewed by a special resolution of shareholders.

Reasons for Proposing the Resolution

The Corporations Act permits the inclusion and renewal of takeover approval provisions in the Company's Constitution. The Directors consider that shareholders should have the opportunity to vote on a proposed proportional takeover scheme bid. Without Rule 6, a proportional takeover scheme bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without shareholders having the opportunity to dispose of all their shares to the offeror. This could result in control of the Company passing to the offeror without the payment of an adequate control premium with shareholders being left as part of a minority interest in the Company. Rule 6 prevents this situation arising without shareholder approval.

The Directors consider that it is appropriate for shareholders to have the right contained in Rule 6.

No Present Acquisition Proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company. This circumstance has had no impact on the Board's decision to propose this resolution.

Advantages and Disadvantages of Proportional Takeover Approval Provisions

The Corporations Act requires this explanatory note to retrospectively review the advantages and disadvantages, for Directors and shareholders, of the proportional takeover scheme provisions proposed to be reinstated during the period which the provisions have been in effect.

During the period that the Company's proportional takeover scheme provisions have been in effect, there have been no takeover offers for the Company, either proportional or otherwise. Therefore, there are no historical or present circumstances against which the advantages or disadvantages of the current proportional takeover scheme provisions (Rule 6) for Directors and shareholders can be reviewed. The Directors are not aware of any potential takeover offer that was discouraged by Rule 6.

The Corporations Act also requires this explanatory note to discuss the potential future advantages and potential disadvantages, for Directors and shareholders, of the proportional takeover scheme provisions that are proposed to be reinstated.

The potential advantages of the reinstatement of Rule 6 for shareholders are:

- the provisions give all shareholders an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables shareholders (other than the offeror and its associates) to decide whether or not to accept the offer
- the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium
- the provisions may assist shareholders in not being locked into a minority interest in the Company
- the provisions may increase shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent shareholders
- knowing the view of the majority of shareholders may assist each individual shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

Some potential disadvantages of the reinstatement of Rule 6 for shareholders are:

- the provisions may reduce the possibility of a successful proportional takeover bid and, as a result, proportional takeover offers for the Company may be discouraged
- any speculative element in the market price of the Company's shares arising from the possibility of a proportional takeover bid being made may be reduced
- there may be a reduction in the opportunities which shareholders may have to sell some of their shares at an attractive price which includes a premium for control
- the provisions may impose an additional and unwarranted restriction on the ability of individual shareholders to freely deal in their shares.

The reinstatement of Rule 6 will allow the Directors to ascertain shareholders' views on a proportional takeover scheme bid. Otherwise, the Directors consider that there are no potential advantages or disadvantages for the Directors which may result from Rule 6 being reinstated (other than in their capacity as shareholders), as they retain the ability to make a recommendation to shareholders on whether a proportional takeover offer should be approved or rejected.

Rule 6, as detailed in the constitution, states:

6. PLEBISCITE TO APPROVE PROPORTIONAL TAKEOVER SCHEMES

6.1 Definitions

In this rule 6:

“prescribed resolution”, in relation to a proportional takeover scheme, means a resolution to approve the proportional takeover scheme passed in accordance with rule 6.3;

“proportional takeover scheme” means a takeover scheme that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of shares included in a class of shares in the company;

“relevant class”, in relation to a proportional takeover scheme, means the class of shares in the company in respect of which offers are made under the proportional takeover scheme; and

“relevant day”, in relation to a proportional takeover scheme, means the day that is 14 days before the end of the period during which the offers under the proportional takeover scheme remain open.

6.2 Transfers not to be registered

Subject to the Listing Rules and despite rules 5.1.5 and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover scheme must not be registered unless and until a prescribed resolution to approve the proportional takeover scheme has been passed or is taken to have been passed in accordance with rule 6.3.

6.3 Resolution

6.3.1 Where offers have been made under a proportional takeover scheme, the directors must:

(a) convene a meeting of the persons entitled to vote on the prescribed resolution for the purpose of considering and, if thought fit, passing a prescribed resolution to approve the proportional takeover scheme; and

(b) ensure that such a resolution is voted on in accordance with this rule 6.3, before the relevant day in relation to that proportional takeover scheme.

6.3.2 The provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to a meeting that is convened pursuant to rule 6.3.1.

6.3.3 The offeror under a proportional takeover scheme and any associates of the offeror are not entitled to vote on the prescribed resolution relating to that proportional takeover scheme and if they do vote, their votes must not be counted.

6.3.4 Subject to rule 6.3.3, a person who, as at the end of the day on which the first offer under the proportional takeover scheme was made, held shares of the relevant class is entitled to vote on the prescribed resolution relating to the proportional takeover scheme and, for the purposes of so voting, is entitled to 1 vote for each such share held at that time.

6.3.5 A prescribed resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one half, and otherwise is to be taken to have been rejected.

6.3.6 If a prescribed resolution to approve a proportional takeover scheme has not been voted on in accordance with this rule 6.3 before the relevant day, a prescribed resolution to approve the proportional takeover scheme will be taken to have been passed in accordance with this rule 6.3 on the relevant day.

6.4 Sunset

Rules 6.1, 6.2 and 6.3 cease to have effect at the end of 3 years beginning:

6.4.1 where those rules have not been renewed in accordance with the Corporations Act, on the date that those rules were adopted by the company; or

6.4.2 where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

Board Recommendation

The Board considers that the potential advantages of reinstating Rule 6 for a further 3 years on its current terms outweigh the potential disadvantages to shareholders. The Board unanimously recommends that shareholders vote in favour of item 7.

Item 8 – Spill Resolution (Conditional Item)

This item (“spill resolution”) will only be put to this meeting if 25% or more of votes cast on Item 2 (Remuneration Report) are against that resolution.

If this item is put to the AGM, it will be considered as an ordinary resolution.

If the spill resolution is passed by shareholders, Elders must hold a members meeting (spill meeting) within 90 days of this Annual General Meeting. Immediately before the end of the spill meeting, all Non-Executive Directors who were in office when the resolution to make the FY20 Directors’ Report was passed, being:

- Mr Ian Wilton
- Ms Robyn Clubb
- Ms Diana Eilert*
- Mr Matthew Quinn*

will cease to hold office.

Even if the appointments of Ms Eilert and Mr Quinn are approved by shareholders at this Annual General Meeting, they would cease to hold office before the end of the spill meeting.

Resolutions to appoint directors to fill the offices that become vacant would be put to a vote at the spill meeting. Each of the Non-Executive Directors named above may stand for re-election at the spill meeting; however there is no assurance that they would be willing to stand for re-election at the spill meeting or that they would be re-elected at that meeting.

In accordance with the Corporations Act, Mr Mark Allison would not be required to vacate office immediately prior to the end of the spill meeting, due to his position as the Managing Director of Elders.

If the spill resolution is not passed, the spill meeting will not be held and all directors in office at the end of this Annual General Meeting would continue to hold office in accordance with their prior election to the Board.

** Assumes that these directors are elected at this Annual General Meeting under Items 3 and 4.*

Voting Exclusion Statement

The Company will disregard any votes cast on Item 8:

- 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.

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

The Board considers the following factors to be relevant to a shareholder’s decision regarding how to vote on this item:

- the steps taken by the Board to address shareholder concerns related to the first strike
- the changes made to the Remuneration Framework to address shareholder concerns relating to the FY19 Remuneration Report
- the current Board has the skills and experience required to provide effective oversight of Elders as evidenced by the strong performance of the Company over a number of years, including FY19
- disruption to the Board, which could undermine the stability of the company, and the cost of convening a spill meeting.

The Board unanimously recommends that shareholders vote against this resolution.

Voting and Participation Information

Participating live online

Shareholders and proxyholders can view the AGM live, ask questions and cast live votes during the meeting, once they have registered their attendance on the Lumi platform. 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/349384516



Mobile device:

Download the dedicated "Lumi AGM" app

The meeting ID for the AGM is 349384516.

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/elders.

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/elders 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/elders.

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

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, 15 December 2020. 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/eldagm2020 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.

Further information is available at boardroomlimited.com.au/agm/elders.

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 (Adelaide time) on Tuesday 15 December 2020.

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 (Adelaide time) on Thursday 10 December 2020.

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.

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/eldagm2020 or using the Voting Form. Completed proxy appointments must be received by no later than 10:00am (Adelaide Time), Tuesday 15 December 2020.

Completed Voting forms may be received:

In Person	By Mail	By facsimile
Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000	Boardroom Pty Limited GPO BOX 3993 Sydney NSW 2001	+61 2 9290 9655

Electronic proxy appointments can be made at votingonline.com.au/eldagm2020.

Attorneys

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments by no later than 10.00am (Adelaide time) on Tuesday, 15 December 2020.

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, except the spill resolution which the Chair intends to vote against.
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.

