14 November 2016

Corporate Governance Statement and Appendix 4G

Please find attached, in accordance with ASX Listing Rules 4.7 and 4.10.3, a copy of Elders Limited (ASX: ELD) Corporate Governance Statement and completed Appendix 4G, for release to the market.

Sanjeeta Singh
Joint Company Secretary

2016 ELDERS CORPORATE GOVERNANCE STATEMENT

ELDERS LIMITED
ABN 34 004336636

This corporate governance statement summarises the key elements of Elders' governance framework and practices.

The Board of Elders recognises that embedding and fostering a culture of good corporate governance practices throughout the organisation requires setting the right tone "from the top". As a result, the Board places the utmost importance in having a robust system of corporate governance which promote the integrity of the Company and the confidence of its key stakeholders.

The Company remains committed to those governance principles and framework outlined in this Corporate Governance Statement, and continues to develop its governance models against best practice.

In FY16, the Company has complied with all of the ASX Corporate Governance Council's Principles and Recommendations (ASX Recommendations). More information on the Company's compliance with the ASX Recommendations can be found in the ASX Listing Rules Appendix 4G that appears on our website at elders.com.au in the Corporate Governance section (along with other complementary information such as key policies and charters discussed in this governance statement).

This Corporate Governance Statement was approved by the Board on 11 November 2016.

1. Board Structure and Operation

Relevant policies and charters:

- **Board Charter**
- **Company Constitution**
- **Prudential Criteria**
- **Director Independence Policy**
- **Board Performance Assessment**
- **Director Induction and Ongoing Education**

The Board

The Board of Elders **(Board)** is ultimately responsible for the governance of the Company. The key responsibilities of the Board include:

- provide input into, and adopt, the strategic plan and budget of the Company as prepared by management;
- monitor performance against the business plan and budget;
- approve and monitor the progress of all material acquisitions, divestments, contracts and capital expenditure;
- approve debt or equity raisings by the Company;
- oversee the audit, compliance, financial and operational risk management functions of the Company;
- oversee the Company's financial reporting and communication to the Company's shareholders and the investment community and shareholder-relations generally;
- appoint and remove the Chief Executive Officer (CEO) and determine that person's remuneration (including termination benefits);
- review the performance of the Board as a whole and of individual Directors; and
- monitor and assess the performance of the CEO and the Company's Senior Executive team.

The Board has adopted a Board Charter that, in addition to the above main responsibilities, defines those duties reserved for the Board and its Committees and those that are delegated to the CEO.

The Board delegates responsibility for the day-to-day operation and administration of the Company to the CEO, Mr Mark Allison, and to other employees of the Company. The Board monitors the CEO's performance on an ongoing basis through regular management reporting and through the reporting of the various Board Committees. The Company has in place comprehensive Delegations of Authority under which the CEO and Executive Management operate. The Board regularly reviews the obligations set out in the Board Charter and the Delegations of Authority to ensure they remain appropriate to the needs of the Company.

The Chairman

The Board Charter requires that the Chairman of the Board be an independent Director and details his responsibilities. Hutch Ranck has been Non-Executive Chairman since 1 May 2014 and is determined by the Board to be independent.

The Chairman's role includes:

— providing effective leadership to the Board in all Board matters;

— publicly representing the Board's views to stakeholders;

— promoting effective relations between the Board and management;

— leading the process of review of the performance of the Board, Committees and individual Directors;

— guiding the setting of agenda items and conduct of Board and shareholder meetings; and

— overseeing succession of Non-Executive Directors and the CEO.

Board Composition

The composition of the Board is determined by the Company's Constitution and by Board policy, which include the following requirements:

— the number of Directors may not be less than 3 and not more than 8;

— the majority of Directors must be independent Non-Executive Directors;

— the Chairman should be an independent Director; and

— the Board be comprised of Directors who are financially literate and who together have an appropriate mix and depth of skills, experience and knowledge.

There are currently five Directors on the Board, comprising four Non-Executive Directors and the MD (who is also the CEO). The qualifications, experience, special responsibilities and period of office of each Director can be found on page 44 and 45 of the Company's 2016 Annual Report.

Appointment and re-election of Directors

The composition of the Board is reviewed on an annual basis coinciding with the Annual General Meeting (AGM) cycle to ensure that the Board has the appropriate mix of expertise and experience.

At each AGM of the Company, the Company will hold Director elections or re-elections in accordance with the following rules:

— each Director (other than the Managing Director) appointed since the last AGM must stand for election;

— each Director (other than the Managing Director) who will, at the conclusion of the meeting, have been in office for 3 or more years and AGMs since they were last elected to office is required to retire and may stand for re-election; and

— if no Director stands for election or re-election under the above two rules, then at least one Director must stand for re-election.

No Director is due for election or re-election under the first two rules set out above. Accordingly Mr Ian Wilton has advised the Nomination and Prudential Committee that he will offer himself for re-election at the 2016 AGM. The resolution to re-elect Mr Wilton has the support of the Board.

The Board Charter prescribes that before a Director is recommended for re-election, the Chairman consults with the other Directors regarding the Director's effectiveness. Based upon the outcome of these consultations, the Board then determines whether or not to recommend the Director for re-election. The Nomination and Prudential Committee assists in this review process.

When a vacancy exists, or when it is considered that the Board would benefit from the services of a new Director with particular skills, the Nomination and Prudential Committee selects candidates with appropriate expertise and experience for consideration by the full Board. The Committee also takes into account the assessment of the candidate under the Fit and Proper Policy criteria and may seek advice from external consultants if necessary in selecting candidates for board positions. The Board then appoints the most suitable candidate who must stand for election at the next general meeting of shareholders.

Formal letters of appointment setting out key terms and conditions of appointment are in place for all Directors.

Elders Director skills matrix

Essential requirements

The Board considers that each Director must have the following essential personal attributes to be suitable to serve as a Director of the Company:

- High standards of personal integrity and ethical behaviour
- Independence of thought
- Sound judgement and decision making
- Team player
- Good listener
- Strong interpersonal and communication skills
- Active networker
- Available to serve the needs of the Company

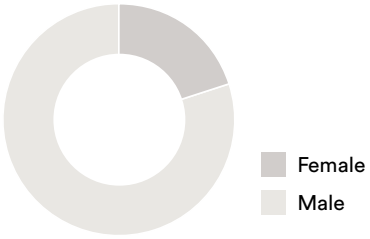
Skills, Knowledge and Experience

The Board recognizes that each Director will not necessarily possess experience in all areas relevant to the Company's operations so seeks to ensure that its membership includes an appropriate mix of Directors with skills, knowledge and experience in core competencies such as agriculture, other relevant industry sectors, general management and finance.

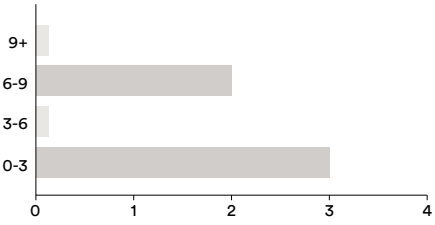
A summary of the Board's skills, knowledge and experience is set out in the table adjacent.

Skill/Knowledge/Experience	Out of 5
Leadership and Governance	
Organisational governance	4
Government relations	2
Previous ASX NED experience	3
Previous CEO experience	3
Operations	
Environment, health and safety	3
Work Health and Safety Committee experience	2
Agribusiness	5
Farmer or producer	2
Sectoral Experience	
Livestock	3
Agricultural Chemicals and Fertiliser	2
Grain	2
Banking or Insurance	3
Legal	0
Marketing	2
Sales	2
Finance, Capital Management and Risk	
Formal accounting and finance qualifications (CPA or CA)	2
Financial advisory	3
Capital restructuring	2
Audit Committee experience	4
Risk management	4
Risk Committee experience	3
Workout and turnaround expertise	3
People	
People & Culture (HR)	2
Remuneration Committee experience	3
Geographic Experience	
International markets	4
Asian markets	2

Gender diversity



Tenure



Fit and Proper Policy

The Company continues to maintain and comply with a fitness and propriety regime for its Directors and Senior Executives given its distribution arrangements with Rural Bank Limited (a prudentially regulated Authorised Deposit Taking Institution) and its own Australian Financial Services Licence. This regime ensures a robust selection process for Directors generally consistent with the standards set by APRA. The criteria set down in the Company's Fit and Proper Policy are available on the Company's website at elders.com.au.

The policy undertakes a rigorous assessment process and includes, amongst other things, checks of the person's criminal record and bankruptcy history. It also requires verification of work history, reference checking with relevant professional industry bodies and qualification confirmation with issuing institutions. In addition, the policy requires persons to provide declarations relating to various matters such as material personal interests and external Directorships held. The assessment is undertaken with the person's full consent and knowledge.

This process provides the Company with assurance that existing and potential Directors and persons appointed to Senior Executive positions within the Company are able to satisfy appropriate fitness and propriety standards that will enable them to discharge their governance responsibilities. It also serves to protect the Company and the interests of shareholders by minimising risks associated with appointing and employing persons who may not be fit and proper.

Director Induction and Training

All new Directors are given a detailed briefing on key board issues, including appropriate background documentation, coordinated by the Company Secretary and by the CEO on the nature of the Company's business and its key drivers.

Directors undertake training and development on an "as needs" basis. Directors are also regularly briefed on the Group's businesses and on industry, technical and legislative issues impacting the Group. Directors aim to have at least one meeting a year in conjunction with a tour of one of the Company's operations. At all other times, Non-Executive Directors are encouraged to visit the Company's operations.

In FY16, Directors conducted board meetings (outside of its traditional Adelaide head office) in Clare, SA combined with visits to local Elders branches located at Jamestown and Roseworthy. Directors also held a board meeting in China, where they took the opportunity to inspect the Elders' processing facilities in Shanghai as well as other industry related operations.

Director Independence

The Company has an Independence Policy that is published on the Company's website. The Policy states that the majority of the Board must comprise independent Directors.

In determining whether or not a Director is considered independent, the Board will have regard to whether the Director:

— is a substantial shareholder in the Company;

— within the last 3 years, has been an employee of the Company, a material adviser to the Company or a principal or employee of any material adviser to the Company;

— is a material supplier to, or a material customer of, the Company;

— is directly or indirectly associated with any of the above persons;

— is otherwise free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and

— is of independent character and judgement.

Materiality is assessed on a case-by-case basis, taking a qualitative approach rather than setting strict quantitative thresholds from the perspective of both the Company and the relevant Director.

Each of the current Non-Executive Directors is considered by the Board to be independent.

Access to Management and Independent Professional Advice

All Directors have complete access to senior management through the Chairman, CEO and Company Secretary at all times and may seek information from the Company's External and Internal Auditors provided that all such enquiries are first advised to the Chairman and the CEO.

Directors may obtain independent, professional advice, at the Company's expense, on matters relevant to the Company's affairs to assist them in carrying out their duties as Directors, subject to providing prior notice to the Chairman.

Board and Director Performance Assessment

The Board reviews its own performance and that of its Committees annually. The Chairman also holds individual discussions with each Director to discuss their performance on a needs basis. The Non-Executive Directors are responsible for evaluating the performance of the CEO, who in turn evaluates the performance of all other Senior Executives. The evaluations are based on specific criteria, including the Company's business performance, whether long-term strategic objectives are being achieved and the attainment of individual performance objectives. The Nomination and Prudential Committee assists in regularly reviewing and making recommendations to the Board on appropriate processes for reviewing the performance of the Board.

In FY16 the Board utilised the Australian Institute of Company Director's (AICD) governance framework to undertake a self-assessment of their current governance practices under the four quadrants of: Individual, Board, Organisational, and Stakeholder, each described below.

> The *Individual* quadrant focuses on individual Director attributes including self-assessments relating to understanding of role and duties, competence, leadership qualities, other behaviours, and the responsibilities and style of the chair.
>
> The *Board* quadrant covers the qualities and operation of the board, as a combined team of Directors, including understanding and discharge of role, use of committees, effectiveness of meetings, dynamic between board members, competencies of the group, and understanding and compliance systems relating to legal standards.
>
> The *Organisational* quadrant relates to how the board's governance practices permeate the organization as a whole, in the context of its regulatory compliance, its Executive and Management personnel, its resourcing, its strategy, its risk management and its performance outcomes (both financial and otherwise).
>
> The *Stakeholders* quadrant focuses on the approach taken by the board concerning accountability to, and communication and engagement with, key stakeholders (internal and external).

The survey was completed by the board and two Executives were invited to participate with the results presented by an AICD appointed facilitator skilled in governance. The Board governance practices were assessed above the average scores when compared to benchmark scores based on other AICD assessments.

Obtaining informed valuable feedback through the survey guides effective decision making and focuses the board on areas for improvement, while also recognising their areas of strengths.

Company Secretary

Under the Board Charter, the Company Secretary is accountable to, and reports directly to, the Board (through the Chairman where appropriate) on all governance matters. All Directors have unfettered access to the Company Secretary. Under the Company's Constitution a Company Secretary is appointed by the Directors. The Company also has a joint Company Secretary to serve the Board on occasion when the need arises or when the Company Secretary takes a leave of absence. This ensures that the Board is appropriately supported in governance and administration matters at all times.

Board meetings

During the financial year, Directors held 19 Board meetings. The attendance of Directors at Board meetings is set out in the Directors' Report on page 52 of the Company's 2016 Annual Report.

Where Directors are unable to attend meetings either in person or by telephone (e.g. if they are overseas) the Chairman or the CEO endeavours to canvass their views on key matters prior to the meeting in order to represent their views at the meeting.

The CFO has a standing invitation to attend all Board meetings. Relevant Senior Executives and Management are invited on occasion to give presentations and inform the Board of important issues and developments within their area of responsibility.

The Chairman sets the agenda for each meeting, in conjunction with the Company Secretary and CEO. All Directors are welcome to suggest to the Chairman that particular items of business be included in the agenda. Standing items at all full scheduled Board meetings include Non-Executive Director only and Non-Executive Director and CEO only sessions, Work Health and Safety, declarations of interest, and continuous disclosure. Papers are distributed to all Directors in advance of the meetings.

2. Board Committees

Relevant Charters:

- **Nomination and Prudential Committee**
- **Remuneration and Human Resources Committee**
- **Audit, Risk and Compliance Committee**
- **Work Health and Safety Committee**

A copy of each Charter can be found on the Company's website at elders.com.au

Purpose

To increase the effectiveness of the Board's functioning and to allow the Board to spend additional and more focused time on specific issues, the Board has four standing committees, being the Nomination and Prudential Committee, the Remuneration and Human Resources Committee, the Audit, Risk and Compliance Committee and the Work Health and Safety Committee.

Membership and attendance

Each of the Board Committees, other than the Nomination and Prudential Committee (which includes the CEO as a member), is comprised solely of independent Non-Executive Directors. The CEO has a standing invitation to attend all Board Committee meetings — except where the relevant Committee is discussing the CEO's employment arrangements or Non-Executive Director only sessions are being held – and may participate in discussions but has no voting rights. Other Senior Executives are regularly invited to attend Board Committee meetings where the Committee Chairman believes that person's attendance would be useful and relevant.

The members of each Board Committee during the financial year are set out below.

Committee membership

	Audit, Risk and Compliance Committee	Remuneration and Human Resources Committee	Nomination and Prudential Committee	WHS Committee
J H Ranck	Member	Member	Chairman	Chairman
M C Allison[1]	-	-	Member	-
I Wilton	Chairman	Member	Member	Member
J A Jackson	Member	Chairman	Member	Member
R Clubb	Member	Member	Member	Member

1 Non-voting

Each Board Committee has a formal Charter which details the Committee's role and responsibilities.

The main responsibilities of each Board Committee are detailed further in this report.

Attendance by Directors at Board and Committee meetings held during the financial year are detailed in the Directors' Report section of the Company's 2016 Annual Report on page 52.

Board Committee meetings

Board Committee meetings are held at scheduled intervals during the year, with additional meetings convened as required.

The Board Committees are generally scheduled to meet prior to the board meeting. Following each Committee meeting, the Board receives a report from that Committee Chairman on its deliberations, conclusions and recommendations. Minutes of each Board Committee meeting are formally approved at the subsequent Board Committee meeting. Prior to their approval, draft minutes are circulated to all committee members for review. As membership on each of the Board Committees is currently comprised of all the Non-Executive Directors, committee minutes are not included separately in Board papers.

Other ad hoc committee meetings are convened as and when required to consider matters of special importance or to aid the efficient functioning of the Board.

Work Health and Safety Committee

The Board continues its commitment to the Company's vision that nothing is so important it cannot be done safely. The Work Health and Safety Committee (WHS Committee) exists to assist the Board in meeting this vision. In FY16, the Committee reviewed its function and effectiveness, and considered it appropriate to institute WHS as a standing agenda item at all scheduled monthly Board meetings to increase the prominence and importance of safety within the Company's governance structures. As a result of this change, the Committee meeting frequency has reduced from four scheduled meetings per financial year to two.

Role

The Committee's objectives are to:

— ensure the appropriate policies and procedures are in place to assist the Company to meet its statutory obligations and the Board's commitment to health and safety;

— ensure appropriate policies, procedures and systems are in place to effectively manage, measure and improve WHS activities; and

— oversee the provision by management of a healthy and safe working environment and culture for all employees, contractors, clients and other visitors to the Company's work premises.

The Committee meets its objectives by discharging the responsibilities set out in its charter, namely reviewing and making recommendations to the Board on:

— the plans and targets for WHS management;

— cultural initiatives designed to build and foster WHS leadership and demonstration of appropriate WHS behaviours consistently at all levels;

— Company performance in relation to WHS matters;

— the adequacy, integrity and effectiveness of management processes and procedures used to manage WHS as well as the performance of the Company's WHS function and management;

— the adequacy, integrity and effectiveness of Company management's processes for ensuring and monitoring compliance with WHS statutory and reporting obligations;

— the internal process for determining and managing key WHS risk areas, particularly compliance with laws, regulations, standards and best practice guidelines;

— the impact of changes and emerging issues in WHS legislation, community expectations, research findings and technology;

— reports by Company management on WHS performance and issues including reports on material WHS issues associated with the Company's operations; and

— WHS issues associated with the operations on Company controlled sites (including, if feasible, visits to those sites).

Key Activities During the Year

In FY16 the Committee oversaw the following significant activities:

— **achievement of record low lost time injury statistics**

— **review of meeting frequency, moving to a monthly focus at all scheduled Board meetings**

— **a review of the Safety Strategy**

— **year two of the Company's award winning Safety Engagement Campaign, *Stand Up Speak Up***

— **analysis and review of the Company's obligations under WHS laws; and**

— **a continued focus on high risk activities undertaken by Elders.**

Nomination and Prudential Committee

Objective

The Board's objective in relation to Board nomination and review is to ensure that:

- the Company has adopted selection, appointment and review practices that result in a board:
  - with an effective composition, size, mix of skills, experience and commitment to adequately discharge its responsibilities and duties and add value to the Company and its shareholders;
  - that has a proper understanding of, and competence to deal with, the current and emerging issues of the businesses of the Company; and
  - that can effectively review and challenge the performance of management and exercise independent judgement.
- shareholders and other stakeholders understand and have confidence in the Company's selection, appointment and review practices.

Responsibilities

The Committee's principal responsibilities are to regularly review and make recommendations to the Board on:

- the necessary and desirable competencies of members of the Board and its committees;
- appropriate processes for the review of the performance of the Board and its committees;
- appropriate policies with respect to the maximum period of service and retirement age for Directors;
- appropriate succession plans for Directors and the CEO;
- the appropriate size of the Board so as to encourage efficient decision-making;
- recommendations for the appointment (including re-appointment in the case of Directors retiring by rotation) and removal of Directors of the Company;
- the scope and content of letters of appointment of Non-Executive Directors; skills development and continuing education programs for Directors of the Company; and
- appropriate induction procedures designed to allow new Directors to participate fully and actively in board decision-making at the earliest opportunity and the effectiveness of those procedures.

Remuneration and Human Resources Committee

Objective

The Board's objective is to ensure that the Company has adopted remuneration and human resources policies that meet the needs of the Company and encourage a performance oriented culture.

A summary of the Company's remuneration policies and practices is set out in the Remuneration Report commencing on page 62 of the Company's 2016 Annual Report.

The CEO has a standing invitation to attend Committee meetings but must leave the meeting during those periods in which consideration is being given to his employment arrangements.

The Company notes that the composition of the Remuneration and Human Resources Committee meets the requirements of Recommendation 8.1 of the ASX Recommendations.

Role

The objectives of the Committee are to:

- ensure appropriate policies and procedures are in place to assess the remuneration levels of the CEO, Executive Management, the Company's employees generally and the Board;
- ensure appropriate policies and procedures are in place to attract and retain the Chairman, Non-Executive Directors, Executive Directors, CEO and Executive Management;
- ensure the Company (which includes all subsidiaries and, as appropriate, associated companies) adopts, monitors and applies appropriate remuneration policies and procedures that align with the creation of shareholder value;
- engage and motivate Directors and Senior Executives to pursue the long-term growth and success of the Company;
- ensure a clear relationship between business performance and the key performance indicators and remuneration of the CEO and Executive Management;
- align executive incentive awards with the creation of shareholder value;
- ensure that the Company's human resources strategy, policies and procedures are appropriate to the Company's needs and clearly designed and executed; and
- to achieve diversity in the Company's workplaces and on the Board and to achieve equal treatment of employees and Directors regardless of sex, race, age, disability, religion, sexual orientation or family responsibilities.

The Committee meets its objectives by reviewing and making recommendations to the Board on:

— appropriate policies for compensation arrangements for the CEO, Executive Management, the Company's employees generally and the Board itself;
— the remuneration package for the CEO;
— KPIs relevant to the remuneration of the CEO and the performance of the CEO against those KPIs;
— the CEO's recommendations with respect to the remuneration of Executive Management;
— the CEO's plans for the remuneration of employees in general;
— the annual remuneration review applying generally across the Company;
— the competitiveness and appropriateness of the Company's remuneration policies and practices;
— remuneration of Company employees by gender;
— human resources policies and procedures to ensure alignment between remuneration and shareholder value creation;
— remuneration of Directors;
— employee share, option and rights schemes and other performance incentive programs;
— recruitment, retention, retirement and termination policies and benefits;
— Company superannuation arrangements;
— human resources strategy, policies and procedures (but not work health and safety which is the responsibility of the WHS Committee);
— employment contracts for all Directors, the CEO and those Executive Management contracts which are outside normal parameters;
— organisational development, including training and education;
— succession planning for Executive Management;
— policies regarding diversity, including measurable objectives for achieving diversity;
— policies regarding equal treatment of employees;
— policies regarding workplace behaviour expected of employees; and
— disclosures in the Company's annual report on remuneration matters.

Key Activities During the Year

The key areas of focus of the Committee during the reporting period were:

— **establishing performance objectives for the organisation, and setting KPIs for the MD & CEO**
— **determining reward outcomes for MD & CEO and review of the outcomes for Executive Committee**
— **review of short term and long term incentive plans**
— **review of talent and succession plans for the Executive Committee**
— **review of progress toward diversity objectives**
— **review of culture and employee effectiveness**
— **review of capability programs, including leadership and technical development**
— **monitoring of workplace behaviour, and annual review of human resources policies, processes and guidelines**

Audit, Risk and Compliance Committee

Objective

The Board is concerned to ensure the integrity of the Company's financial reporting, its management of risk and its legal, regulatory and policy compliance. The Audit, Risk and Compliance Committee assists the Board in achieving this objective.

At least one member of the Committee is required by the Committee Charter to be a qualified accountant or other financial professional with experience of accounting and financial matters. Mr Wilton, an independent Director, is both a Chartered and a Certified Practicing Accountant and Chairman of the Committee since April 2014. Ms Clubb also possesses formal accounting qualifications (being a Chartered Accountant).

Details of the members' qualifications can be found on page 44 and 45 of the Company's 2016 Annual Report.

The CEO and CFO have standing invitations to attend (and are expected to attend) meetings of the Committee. The audit engagement partner from the Company's auditors also has a standing invitation to attend the meetings of the Committee.

Responsibilities

The Audit, Risk and Compliance Committee assists the Board to meet its oversight responsibilities in relation to the Company's:

- financial statements and financial reporting;
- financial risk management processes, accounting and control systems;
- internal and external audit arrangements;
- compliance with legal, regulatory and internal policy requirements; and
- risk management programmes.

The Committee does this by discharging its responsibilities set out in its charter, namely:

- monitoring the effectiveness of the Company's financial reporting and internal control policies and its procedures for the identification, assessment, reporting and management of financial risks;
- approving the appointment of the head of internal audit;
- approving the terms of reference of the internal audit department, requiring advice of the planned programme of audits and the reason for any change or delay in the programme;
- reviewing the management of financial matters and the freedom allowed to the internal auditors;
- reviewing reports on the Company from the internal auditors;
- considering and making recommendations to the Board about the appointment and retirement of the Company's external auditors, and ensuring that the audit partner from the firm providing audit services is rotated in accordance with all applicable regulation and Company policy;
- meeting with the external auditors (including in the absence of management);
- reviewing any auditor's letters addressed to management and management's responses;
- approving the scope of the audit, the terms of the annual audit engagement letter and audit fees;
- monitoring the independence, objectivity and performance of the External Auditors;
- monitoring the nature and quantum of non-audit services provided by the External Auditor, including the amount of fees paid for such services;
- reviewing any recommendations made by the External Auditor;

— coordinating internal and External Auditors and reviewing and approving any integrated audit plans;
— monitoring the consistency and application of accounting policies;
— reviewing the Company's statutory half and full year financial statements;
— monitoring the effectiveness of the Company's compliance programme;
— reviewing specific policies, systems and processes for addressing compliance with applicable laws and Company policy;
— reviewing the Company's material corporate governance policies including the Delegations of Authority and the Financial Risk Management Policy;
— receiving reports from management regarding compliance with laws;
— receiving recommendations from management on compliance policies, systems and processes relating to significant legal, compliance or regulatory matters;
— overseeing the Company's process for dealing with the reporting of unacceptable conduct;
— overseeing the Company's policies, processes and frameworks for identifying, analysing and addressing complaints and reviewing material complaints;
— assessing the adequacy of the Company's internal risk control systems;
— reviewing and approving at least annually, the Company's Risk Management Framework, including risk appetite, and processes for identifying and monitoring significant areas of risk for the Company;
— reviewing and assessing management information systems and internal control systems;
— regularly reviewing the Company's risk profile; and
— reviewing the corporate insurance program and risk coverage.

Key Activities During the Year

The Committee provided oversight over the following key activities during the course of the year:

— **The preparation of the statutory financial accounts of the company, including the review of those accounts and the application of accounting policies in accordance with Australian Accounting Standards**
— **the appointment of PricewaterhouseCoopers as the Company's auditor**
— **The approval and performance of the internal audit plan and related assurance activities designed to assess the effectiveness of the Company's internal control environment**
— **Periodic assessments of the significant risks of the Company; and**
— **Review, update and approval of the Risk Management Policy and Framework.**

3. Internal Audit Function

Relevant policies and charters: Internal Audit charter

The internal audit function operates under a Board-approved charter and has a direct reporting line to the Audit, Risk and Compliance Committee and a functional reporting line through the Company Secretary. The structure includes three in-house internal auditors and the out-sourcing of engagements when technical or specialist advice is required. The internal audit plan is aligned to the Company's risk profile and approved by the Audit, Risk and Compliance Committee annually, with a three year horizon. Coverage includes four key components, including corporate process, branch compliance program, Australian Financial Services License compliance program and Board and management requests. Towards the end of the financial year the Company commenced a review of its internal audit function to ascertain whether it aligned with current best practice or whether its structure could be improved. The Audit, Risk and Compliance Committee will consider that review in early FY17.

4. External Audit Independence Policy

Relevant policies and charters: Non-Audit Services Policy

The Company has in place a policy that:

- details the Group's position in respect of the key issues which may impair, or appear to impair, external audit independence;
- details the internal procedures implemented to ensure the independence of auditors; and
- establishes a framework that enables the Audit, Risk and Compliance Committee to evaluate compliance with the policy and report to the Board on compliance.

The key principles of the policy are:

- An auditor is not independent if:
  - an employment relationship exists or could be deemed to exist, between the Company and the auditor, its officers or former officers, employees or former employees or certain relatives;
  - a financial relationship exists between the auditor and the Company; and
  - certain non-audit services (including information technology and human resources services) are provided to the Company by the auditor.
- In relation to the provision of other non-audit services the following guidelines must be followed:
  - management must consider the actual, perceived and potential impact upon the independence of external audit prior to engaging external audit to undertake any non-audit service;
  - the outsourcing of any internal audit project to the external auditors or the undertaking of any joint internal/external audit review will require prior Audit, Risk and Compliance Committee approval;
  - the Audit, Risk and Compliance Committee must consider whether the provision of such non-audit services is compatible with maintaining the external auditor's independence, by obtaining assurance and confirmation that the additional services provided by the external auditor are not in conflict with the audit process. In order to assist with this assessment, management will provide the Audit, Risk and Compliance Committee with details of the amount of non-audit services undertaken by the external auditors as a proportion of all audit and non-audit engagements entered into by the Group for the period; and
  - as a general rule, the Company does not utilise external auditors for internal audit purposes or consulting matters, other than services which are in the nature of audit, such as review of tax compliance and acting as independent accountants in connection with prospectuses.

The Audit, Risk and Compliance Committee is responsible for ongoing review of the External Audit Independence Policy and reports to the Board on the continuing suitability of the policy and recommended changes to the existing policy as and when required.

5. Risk Management

Relevant policies and charters:

- **Risk Management Policy and Framework**
- **Management Risk Committee Charter**
- **Financial Risk Management Policy**
- **Tax Risk Management Policy**

The Board reviews its Risk Management Policy and Framework annually to assist the Company in achieving its risk management objectives. These include ensuring Elders' assets are protected against financial loss, business risks are identified and properly managed, legal and regulatory obligations are satisfied, and business risks are appropriately monitored by the Board.

Such a review was conducted by the Board in the 2016 financial year.

Under the Risk Management Policy the Board is responsible for oversight of the risk management process and framework. Senior Executive Management has primary responsibility for identification and management of material risks within Elders' businesses and is accountable to the Board for designing, implementing and monitoring the process of risk management and integrating it into Elders' day to day activities. Business unit managers are responsible for monitoring and managing key business risks for their respective businesses. All personnel are responsible for managing risks in their respective areas.

The Audit, Risk and Compliance Committee is responsible for assessing the effectiveness of internal processes for determining and managing key risks and compliance obligations while the WHS Committee is responsible for assessing the effectiveness of internal process for determining and managing key WHS risks.

Management Risk Committee

The Management Risk Committee (MRC) meets quarterly and assists the Audit, Risk and Compliance Committee and the Board in the application of the Company's Risk Management Policy and monitoring of compliance with that policy.

Membership

The MRC comprises the CEO, the Company's Senior Executives, Company Secretary and senior risk personnel. Specialist support to the committee is provided by internal experts as required, including the General Counsel and General Manager Credit.

The MRC reports to the Board through the Audit, Risk and Compliance Committee. Minutes of each MRC meeting are also included in the papers to the Audit, Risk and Compliance Committee.

Responsibilities

The Committee operates under the Risk Management Policy and is responsible for:

- oversight of the risk management process;
- reviewing and monitoring the Company's risk profile including risk treatments and control strength;
- considering and where appropriate making recommendations to the Board with respect to risk appetite, risk framework and policy;
- establishing, approving and reviewing corporate risk management strategy in line with the Risk Management Policy;
- reviewing and monitoring adherence to the Company's risk management framework;
- monitoring the risk management activities of the Company through receipt and consideration of risk reports;
- overseeing compliance by the Company with applicable regulatory obligations and significant related internal policies;
- providing regular advice to the Audit, Risk and Compliance Committee about MRC activities and making appropriate recommendations;
- approving the corporate insurance program; and
- providing an escalation point for identification of matters (material business risks) to be drawn to the attention of the CEO, Board Audit, Risk and Compliance Committee or Board.

During 2016 the MRC reviewed Elders' top material business risks and reported to the Audit, Risk and Compliance Committee and the Board on the effectiveness of the Company's management of those material business risks.

CEO and CFO Certification of Financial Statements

In connection with the financial reports of the Company for the financial year ended 30 September 2016, the Board received from the CEO and the CFO a declaration provided under section 295A of the Corporations Act 2001 stating that, in their opinion:

- the financial records of the Company have been properly maintained in accordance with section 286 of the Corporations Act 2001;
- the financial statements, and the notes referred to in paragraph 295(3)(b) of the Corporations Act 2001 comply with the accounting standards;
- the financial statements and notes give a true and fair view of the financial position and performance of the consolidated group;
- the declaration provided is based on a sound system of risk management and internal control; and
- that the system is operating effectively in all material respects in relation to financial reporting risks.

Financial Risk Management Policy

The Company has a formal Financial Risk Management Policy for management of liquidity and funding, commodity, currency, interest rate and basis risks.

The primary objective of this Policy is to manage the risk of financial loss to Elders measured in terms of impact on earnings arising from unfavourable movements in the financial and commodity markets.

The Board is provided with reports on compliance with the Policy, including on an immediate basis in the case of material breaches.

6. Conduct and Ethics

Relevant policies:

- **Code of Conduct**
- **Securities Dealing Policy**
- **External Disclosure and Market Communications Policy**
- **Fraud Policy**
- **Whistleblower Policy**
- **Diversity Policy**
- **Discrimination, Bullying and Harassment Policy**
- **Workplace Health & Safety Policy**

Copies of each of these documents can be found on the Company's website at elders.com.au

Code of Conduct

The Board has adopted a code of conduct that details standards for acceptable practices by Elders and Elders People, and the behaviour and responsibilities expected of them. Elders People means all Directors, Employees, Agents, Contractors and Consultants, regardless of seniority, of or to a company in the Elders Group.

The Code exists to ensure that all Elders People act in the best interests of Elders, manage any potential conflicting interests, act in the best interests of their customers and colleagues (absent any conflict with their duties to Elders), ensure all business is undertaken safely, fairly, honestly and ethically, maintain confidentiality, comply with company policy and behave in accordance with the underpinning values of Elders.

The Board is committed to promoting conduct and behaviour that is honest, fair, legal and ethical and respects the rights of the Company's shareholders and other stakeholders, including clients and customers, suppliers, creditors and employees.

The Board has adopted a Whistleblower Policy to encourage and facilitate disclosure of unacceptable conduct, including fraud or illegal activity, occurring in the Company. The Policy and the associated reporting process address the issues associated with alleged improper conduct including reporting, responsibility, confidentiality and effective investigation. Lastly, the Fraud Policy makes fraud unacceptable and encourages reporting under the Whistleblower Policy.

The Code of Conduct is reviewed annually to ensure compliance with its legal obligations and ethical principles.

Securities Dealing Policy

The Board believes Non-Executive Directors and employees should own the Company's securities to further align their interests with the interests of other shareholders. Details of Directors' shareholdings in the Company can be found on page 52 of the Company's 2016 Annual Report.

The Company's Securities Dealing Policy prescribes trading windows during which Directors and employees may trade in the Company's securities. Trading windows run for 6 weeks from the day after announcement of the Company's full year results and half year results, 6 weeks from the Company's AGM and for the duration of an offer period of any pro-rata issue of securities by the Company.

Directors or staff must not deal in the Company's securities during any periods other than a trading window or at any time when that staff member or Director is in possession of unpublished information that, if generally available, might materially affect the price of the Company's securities. Prior to dealing in a window, a Director or Senior Executive must seek clearance from the Company Secretary, or if the Company Secretary wishes to trade, the Chairman.

The Securities Dealing Policy also prohibits contractors from trading in the Company's securities if they are in possession of price-sensitive information.

Continuous Disclosure and Communication with Shareholders

The Board is committed to timely disclosure of information and communicating effectively with its shareholders. The External Disclosure and Market Communications Policy is designed to implement effective communication strategies to enable timely disclosure of both market sensitive information and other information enabling both shareholders and prospective new investors to make informed investment decisions. The policy includes processes to ensure that Directors and management are aware of, and fulfil, their obligations.

The Company communicates with its shareholders and the investment markets through a number of channels, including the ASX announcements platform and its website. The website in particular is useful in assisting shareholders to easily access information relating to:

— briefings on Company developments and events;

— information released to the ASX by way of an announcement;

— historical market announcements, annual reports and briefings of half and full year results for a limited number of years; and

The website also allows interested persons to elect to receive ASX and media announcements electronically as they are posted on the Company's website.

Further engagement with the investment community occurs by way of:

— interaction by senior management with members of the investment community and financial and business media through a variety of forums including results briefings, 'one on one' meetings and discussions; and

— provision of background and technical information to institutional investors, market analysts and the financial and business media to support announcements made to the ASX and announcements made about the Company's on-going business activities.

Each of the above means of engagement takes place in the context of the Company's External Disclosure and Market Communications Policy described next in this statement.

External Disclosure and Market Communications Policy

Under this Policy the Company has instituted (and monitors) procedures designed to ensure:

— the Company's compliance with continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act 2001. Procedures followed to achieve this include the maintenance of a Disclosure Committee comprised of senior management to consider disclosure issues (where circumstances permit, in conjunction with the Chairman of the Board), the communication of disclosure requirements and procedures to senior management together with procedures to facilitate the timely flow of relevant information to the Disclosure Committee;

— the timely release and dissemination of information (within the requirements of continuous disclosure obligations) necessary for the formation of an informed and balanced view of the Company;

— information disclosed in investor or media briefings is not "market sensitive". If market sensitive information is inadvertently disclosed during a briefing it will immediately be released to the market at large through the ASX; and

— that stakeholders have equal opportunity, subject to reasonable means, to access information issued externally by the Company. This is addressed through a broad range of media including the Company's website, audio, audio-visual or slide webcasts of the Company's AGM and full year and half year results briefings (which are announced in advance to the market and also archived and available for viewing or listening on the Company's website).

Significant investor briefings (other than the AGM and the half and full year result briefings which are webcast and stored as video or audio on the Company's website) are generally held by recorded telephone conference which requires registration so that attendees' details can be recorded.

The Company generally allows investors to obtain a copy of the transcript or digital audio recording.

The Board is also concerned to ensure that shareholders participate effectively in general meetings and to this end:

— the Company has adopted in all substantial respects the ASX Recommendations for communication with shareholders and improving shareholder participation at general meetings; and

— it is a term of engagement of the Company's external auditors (and required under the Corporations Act 2001) that they attend the Company's AGM and are available to answer questions about the conduct of the audit of the Company, the preparation and content of the auditor's report, the accounting policies adopted by the Company in respect of the relevant reporting period, and their independence in relation to the conduct of the audit.

Discrimination, Bullying and Harassment

Elders is committed to providing an environment that is free from discrimination, harassment, workplace bullying and victimisation and will not tolerate such behaviour under any circumstance. This commitment extends to a workplace that promotes equal opportunity and fair treatment of staff, contractors, visitors and customers.

The policy defines procedures for investigating and dealing with complaints, including the use of impartial contact officers to receive and advise on complaints.

Work Health and Safety

We strongly believe that nothing done in the course of our business operations is so important that it cannot be done safely. The Board and officers of Elders are committed to running an integrated work health and management system based on best practice and continuous improvement to provide a safe and healthy environment for employees, contractors, clients and visitors.

Elders maintains a work health and safety management system, inclusive of a comprehensive manual, supporting guidelines, policies and procedures. This system reflects the level of risk which we operate within, the requirements of work health and safety legislation and is monitored and evaluated to ensure its integrity and effectiveness.

Diversity

Our Diversity Policy sets out the key elements of what makes a diverse organisation, as well as the values and benefits that stem from incorporating diversity into business practices. The Board endorsed measurable diversity objectives in FY12 through to FY16. Our achievement against these objectives is detailed below.

Objective 1: Increase the representation of women in management positions as follows:

	FY15 Actual	FY16 Target	Actual Sept 16	Female leaders compared to FY16 target
Senior Executives	8%	15%	23%	+ 1
Senior Managers	22%	25%	17%	- 2
Middle Managers	5%	15%	4%	- 5
Managers	9%	15%	11%	- 5

The talent pipeline for manager level positions is strong, with women representing 26% of team leader cohort; remaining above the internal target of 25%.

Key insights:

— Overall representation of women in management is approximately 14%, being 10 women short of the FY16 target, although it is an improvement compared to FY15 which was 13 women short of target (including team leader level).

— Significant gains at Executive level, with the appointment of 2 women representing a 200% increase of female leaders.

Objective 2: Strengthen the talent pipeline by increasing women's participation in development and mentoring programs and target 50/50 gender balance in the trainee intake.

In 2016 we achieved progress in increasing women's participation in development initiatives which strengthen the talent pipeline for leadership and non-traditional positions, with the launch of the following programs:

Development Program	Female participation
Graduate Agronomy	66%
Livestock and Wool Traineeship	50%
Mentoring (intake ongoing from Sept 15)	50%
Future Leaders Program	40%
Line Leadership Development Program (Level 1)	13%
Pilot Line Leadership Development Program (Level 2)	25%
Pilot Senior Manager Development Program	11%

Key insights:

— Female representation in the Livestock and Wool Traineeship program is at 50% for the first time

— In the second intake the Graduate Agronomy program has achieved a 50:50 gender balance

— Female participation in Future Leader Program reflects the strong pipeline at Team Leader level

— The Line Leader and Senior Manager programs are designed to upskill existing leaders; the lower levels of female participation reflects the limited number of female leaders at these levels in the organisation

These programs are designed to build the capability, experience and confidence of women in the business as well as broaden their internal networks to support career progression.

Objective 3: Maintain the percentage of female Non-Executive Board Directors at 25% or more through to 30 September 2016.

This objective was met as at year end with the continued service of Robyn Clubb as a Non-Executive Director.

Moving forward

To date, Elders has focused on women and younger leaders as under-represented groups in our leadership profile. Women continue to be an under-represented leadership group across the organisation, however the age profile shows that younger leaders are well represented across all management levels, including at senior manager and Senior Executive levels where leaders below 45 years comprise more than 40%.

Therefore, the Board has endorsed that Elders continues to focus its reportable, measurable diversity objectives on gender equality in management roles. Gender diversity is a critical lever in Elders attracting, retaining and leveraging a broader talent pool to most effectively deliver organisational results.

The following sets outs our Board endorsed measurable diversity objectives through to 2021:

Measurable Objective 1	Increase the representation of women in management positions across the organisation to 25% by 30 September 2021
Measurable Objective 2	Maintain the strong pipeline of female team leaders above 25%
Measurable Objective 3	Increase the representation of women in Non-Executive Director roles to 40% or more by 30 September 2021

To support the achievement of these measurable diversity objectives, Elders continues to focus on supporting mechanisms which enable a diverse workforce such as:

— promoting the visibility of female candidates in recruitment processes

— utilising the workforce planning process to identify opportunities to consciously target women for talent gaps

— implementing traineeship and graduate programs targeting gender balance

— developing female talent to increase their leadership capability and confidence

— coaching line manager behaviour and decision making to encourage role modelling

— aligning remuneration to external benchmark data and rewarding all employees based on performance outcomes

— providing flexible work practices for all employees, given we believe that these practices when made available to men, as well as women, increase the ability of women to participate more fully in the workplace.



Live it.

Rules 4.7.3 and 4.10.3[1]

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15

Name of entity

ELDERS LIMITED

ABN / ARBN

34 004 336 636

Financial year ended:

30 September 2016

Our corporate governance statement[2] for the above period above can be found at:[3]

☒ This URL on our website: http://investors.elderslimited.com/investor-centre/?page=corporate-governance

The Corporate Governance Statement is accurate and up to date as at 11 November 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 11 November 2016

Name of ~~Director or~~ Secretary authorising lodgement: Sanjeeta Singh

[1] Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

[2] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

[3] Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement ~~OR~~ AND …information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): ☒ in the Board Charter at http://investors.elderslimited.com/investor-centre/?page=corporate-governance
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: 1.2(a): Corporate Governance Statement 1.2(b): All material information relevant to a decision on whether or not to elect or re-elect a director is found in Elders Notice of Annual General Meeting.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ in the Board Charter at http://investors.elderslimited.com/investor-centre/?page=corporate-governance

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a diversity policy that complies with paragraph (a): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and a copy of our diversity policy or a summary of it: ☒ at this location: https://elders.com.au/policies/ ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and the information referred to in paragraphs (c)(1) or (2): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and the information referred to in paragraph (b): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	... the evaluation process referred to in paragraph (a): ☐ in our Corporate Governance Statement OR ☒ at this location: 'Remuneration Report' section of Elders 2016 Annual Report. ... and the information referred to in paragraph (b): ☐ in our Corporate Governance Statement OR ☒ at this location: 'Remuneration Report' section of Elders 2016 Annual Report.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	[If the entity complies with paragraph (a):] ... the fact that we have a nomination committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and a copy of the charter of the committee: ☒ at this location: http://investors.elderslimited.com/investor-centre/?page=corporate-governance ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: 2.1(a)(4): Corporate Governance Statement. 2.1(a)(5): 'Directors' Report' section of Elders 2016 Annual Report.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	... our board skills matrix: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and, where applicable, the information referred to in paragraph (b): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and the length of service of each director: ☐ in our Corporate Governance Statement OR ☒ at this location: 'Board of Directors' section of Elders 2016 Annual Report.
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	… our code of conduct or a summary of it: ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: http://investors.elderslimited.com/investor-centre/?page=corporate-governance

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	[If the entity complies with paragraph (a):] ... the fact that we have an audit committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and a copy of the charter of the committee: ☒ at this location: http://investors.elderslimited.com/investor-centre/?page=corporate-governance ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: 4.1(a)(4): 'Board of Directors' section of Elders 2016 Annual Report. 4.1(a)(5): 'Directors' Report' section of Elders 2016 Annual Report.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: https://elders.com.au/policies/

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed …
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	… information about us and our governance on our website: ☒ at this location: http://investors.elderslimited.com/investor-centre/
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	… our policies and processes for facilitating and encouraging participation at meetings of security holders: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	… the fact that we follow this recommendation: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] … the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] … and a copy of the charter of the committee: ☒ at this location: http://investors.elderslimited.com/investor-centre/?page=corporate-governance … and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: 7.1(a)(4): Corporate Governance Statement. 7.1(a)(5): 'Directors' Report' section of Elders 2016 Annual Report.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and that such a review has taken place in the reporting period covered by this Appendix 4G: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: ☒ in our Corporate Governance Statement OR ☐ at [*insert location*]
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: ☐ in our Corporate Governance Statement OR ☒ at this location: 'Material Business Risks' section of Elders 2016 Annual Report.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): ☒ in our Corporate Governance Statement OR ☐ at [*insert location*] ... and a copy of the charter of the committee: ☒ at this location: http://investors.elderslimited.com/investor-centre/?page=corporate-governance ... and the information referred to in paragraphs (4) and (5): ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: 8.1(a)(4): Corporate Governance Statement. 8.1(a)(5): 'Directors' Report' section of Elders 2016 Annual Report.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: ☐ in our Corporate Governance Statement OR ☒ at this location: 'Remuneration Report' section of Elders 2016 Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: ☒ in our Corporate Governance Statement ~~OR~~ AND ☒ at this location: https://elders.com.au/policies/