22 July 2019

ASX & Media Release

Not for release to US wire services or distribution in the United States

DESPATCH OF RETAIL OFFER BOOKLET FOR RETAIL OFFER COMPONENT OF ELDERS' 1 for 6.7 FULLY UNDERWRITTEN PRO RATA NON-RENOUNCEABLE ENTITLEMENT OFFER (ENTITLEMENT OFFER)

Elders Limited (ASX:ELD) (**Elders**) refers to its previous announcements regarding its institutional placement and Entitlement Offer on 15 July 2019 and 17 July 2019 and announces today the despatch of its Retail Offer Booklet for the retail offer component of its Entitlement Offer (**Retail Entitlement Offer**) and accompanying personalised Entitlement and Acceptance Form.

The Retail Entitlement Offer opens at 9.00am (Melbourne time) today (Monday, 22 July 2019) and is scheduled to close at 5.00pm (Melbourne time) on Monday, 5 August 2019.

The Retail Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited and is expected to raise approximately A$37 million. The Retail Entitlement Offer is made at the same offer price and offer ratio as the institutional placement and the institutional offer component of the Entitlement Offer which closed on 16 July 2019.

Eligible retail shareholders can choose to take up all, part or none of their entitlements. Eligible retail shareholders should read the Retail Offer Booklet document in full before deciding whether to apply for new shares in Elders.

FURTHER INFORMATION

If you have any questions in relation to the equity raising, please contact the Elders Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.00pm (AEST) on Monday to Friday. For other questions you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

For other enquiries, please contact Mark Allison, Managing Director and Chief Executive Officer, m: 0439 030 905.

MEDIA ENQUIRIES

Meagan Burbidge, Elders Communications, m: 0417 841 092, e: meagan.burbidge@elders.com.au

Important Notice

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 as amended (the "**US Securities Act**") and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Elders Limited

ACN 004 336 636

Retail Entitlement Offer

Details of a fully underwritten 1 for 6.7 accelerated pro rata non-renounceable entitlement offer of new ordinary shares in Elders Limited at an offer price of A$5.55 per New Share to raise approximately A$37 million.

This Retail Entitlement Offer opens on Monday, 22 July 2019 and closes at 5.00pm (Melbourne time) on Monday, 5 August 2019.

This Retail Offer Booklet is an important document and requires your immediate attention. It should be read in its entirety before you decide whether to participate in the Retail Entitlement Offer.

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered under this Retail Offer Booklet.

If you have any questions please contact your professional adviser or the Elders Offer Information Line on 1300 737 760 (within Australia) or +61 02 9290 9600 (from outside Australia) from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the offer period.

This Retail Offer Booklet is dated Monday, 22 July 2019.

This Retail Offer Booklet may not be released to US wire services or distributed in the United States or any other country outside Australia or New Zealand

Important Notice

International offer restrictions

This booklet (**Retail Offer Booklet**), including the Chairman's letter, ASX Announcement and the Investor Presentation reproduced in it and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. This Retail Offer Booklet is not to be distributed in, and no offer of New Shares may be made, in countries other than Australia and New Zealand. No action has been taken to register or qualify the Retail Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

In particular, this Retail Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Future performance

Forward looking statements, opinion and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on the interpretations of current market conditions. Forward looking statements including projections, guidance on future revenues, earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

Summary of the Retail Entitlement Offer

Issue Price	A$5.55 per New Share
Your entitlement	1 New Share for every 6.7 existing shares in Elders (**Existing Shares**) held on the Record Date (as defined below)
Top-Up Facility	Eligible Retail Shareholders (as defined in Section 4.2) taking up their entitlements in full will have the opportunity to apply for and be allocated Additional New Shares (as defined in Section 1) in accordance with the "Allocation Policy" outlined in Section 2

Key Dates (2019)

Announcement of the Entitlement Offer and Institutional Placement	Monday, 15 July 2019
Institutional Entitlement Offer opened	Monday, 15 July 2019
Institutional Entitlement Offer closed	Tuesday, 16 July 2019
Record Date (7.00pm Melbourne time)	Wednesday, 17 July 2019
Retail Entitlement Offer opens	**Monday, 22 July 2019**
Retail Offer Booklet and Entitlement and Acceptance Forms despatched to Eligible Retail Shareholders	**Monday, 22 July 2019**
Settlement of Shares issued under the Institutional Entitlement Offer and Institutional Placement	Tuesday, 23 July 2019
Allotment and commencement of trading of Shares issued under the Institutional Entitlement Offer and Institutional Placement	Wednesday, 24 July 2019
Retail Entitlement Offer closes (5.00pm Melbourne time)	**Monday, 5 August 2019**
Settlement of New Shares issued under the Retail Entitlement Offer	Friday, 9 August 2019
Allotment of New Shares issued under the Retail Entitlement Offer	Monday, 12 August 2019
Normal trading of New Shares issued under the Retail Entitlement Offer expected to commence on ASX	Tuesday, 13 August 2019
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Wednesday, 14 August 2019

Dates and times after Monday, 15 July 2019 are indicative only and subject to change. All times refer to Melbourne time.

Enquiries

For any enquiries please call Boardroom Pty Limited, Elders' Share Registry, on the Elders Offer Information Line on 1300 737 760 within Australia, or +61 2 9290 9600 outside Australia from 8.30am to 5.00pm (Melbourne time) Monday to Friday or contact your stockbroker, accountant or other professional adviser.

22 July 2019

Dear Shareholder

On behalf of Elders Limited (**Elders**), I am pleased to invite you to participate in the recently announced 1 for 6.7 pro rata non-renounceable accelerated entitlement offer of new Elders ordinary shares (**New Shares**) at an issue price of A$5.55 per New Share (**Entitlement Offer**).

On 15 July 2019, Elders announced its intention to raise approximately A$137 million through an institutional placement (raising approximately A$40 million) (**Institutional Placement**) and the Entitlement Offer (raising approximately A$97 million) (the Institutional Placement and the Entitlement Offer collectively, **Equity Raising**). As announced to ASX on 17 July 2019, Elders has successfully completed the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) and the Institutional Placement. The Institutional Entitlement Offer and Institutional Placement raised approximately A$100 million. This retail offer booklet (**Retail Offer Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**).

The proceeds of the Equity Raising will be used to partly fund the acquisition of 100% of the shares on issue in AIRR Holdings Limited ACN 129 875 190 (**AIRR**) by way of scheme of arrangement (**Acquisition**), reduce Elders' leverage and pay transaction costs associated with the Equity Raising and Acquisition. The Acquisition will also be partly funded by the issue of A$79 million of new Elders shares to AIRR shareholders as scrip consideration.

Overview of AIRR

Established in 2006, AIRR is a member based buying and marketing group for independent rural merchandise and pet and produce stores. The business is a national wholesale platform supported by a network of eight warehouses servicing more than 1,500 customers. AIRR has approximately 240 independent member stores and an additional 100 Tuckers Pet & Produce stores located across Australia. AIRR also owns and operates 5 retail locations in Victoria.

AIRR provides its customers access to more than 6,000 products (SKUs) from more than 650 suppliers. Among the products offered by AIRR are two private label ranges: *Apparent*, a range of agricultural chemicals and *Independents Own*, a range of animal health, feed and general merchandise products. In September 2018, AIRR acquired The Hunter River Company which has a portfolio of over 50 animal health product Australian Pesticides and Veterinary Medicines Authority (**APVMA**) registrations.

AIRR is expected to generate EBITDA of A$21.9 million for the twelve months to September 2019.

AIRR is diversified by product category, decreasing its exposure to weather related cycles, as well as by geography and customer type. AIRR's top 20 customers represented 22% of sales for FY18. The Acquisition is in line with Elders' Corporate Acquisition Principles and the key strategic advantages of the Acquisition for Elders are as follows:

- AIRR is a large scale wholesale business with a strong track record having achieved an FY13 – FY19 EBITDA CAGR of 18%[1]. The business is diversified by product type and customer base;

[1] CAGR is defined as compound annual growth rate and calculated based on AIRR June 2013 – June 2018 actuals and forecast EBITDA for the 12 months to 30 September 2019.

- it creates the opportunity for Elders to leverage AIRR's distribution and logistics coverage. This is expected to have immediate short term benefits in improving Elders' supply chain and a solid longer term pathway to adapt to changes in consumer demand;
- it provides Elders with a new channel for growth through access to independent rural, pet and produce retailers; and
- it increases Elders' portfolio of APVMA registrations, particularly in animal health, and provides the opportunity to grow the reputable *AIRR*, *Tuckers*, *Apparent*[2] and *Independents Own* brands.

Elders expects that the Acquisition has the potential to capture net synergies of A$6.6 – 9.3 million per annum, gradually realised over the next two years. In particular, the Acquisition gives rise to further incremental margin from backward integration of animal health, crop protection and animal related products.

Elders expects achieving this while preserving AIRR's key management, brands, and operations through a light touch integration. After completion of the Acquisition, it is proposed that Peter Law will continue to manage AIRR with a focus on growing the business.

More details regarding the Acquisition and Equity Raising are provided in the Investor Presentation given to the Australian Securities Exchange (**ASX**) on Monday, 15 July 2019 (and included in this Retail Offer Booklet). In particular, please refer to the "Appendix B – Key Risks" section of the Investor Presentation for details of the key risks in relation to the Acquisition and Equity Raising.

Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to subscribe for 1 New Share for every 6.7 ordinary shares in Elders held at 7.00pm (Melbourne time) on Wednesday, 17 July 2019 (**Entitlement**) at the price of A$5.55 per New Share (**Issue Price**), which is the same price as the institutional investors who participated in the Institutional Placement and the Institutional Entitlement Offer, and as set out in the personalised Entitlement and Acceptance Form enclosed with this Retail Offer Booklet.

If you take up your Entitlement in full, you may also apply for New Shares in excess of your Entitlement (**Additional New Shares**) in a 'top-up' facility (**Top-Up Facility**) (refer to Section 2 of this Retail Offer Booklet for more information).

The Issue Price represents:

- a 7.9% discount to the theoretical ex-rights price (TERP[3]) based on the closing price of Elders' shares on 12 July 2019; and
- a 9.5% discount to the closing price of Elders' shares on 12 July 2019.

The Entitlement Offer and the Institutional Placement are fully underwritten by Macquarie Capital (Australia) Limited which also acts as lead manager and bookrunner (**Underwriter**). The directors of Elders (**Directors**) who currently hold shares in Elders have each confirmed their intention to participate in the Entitlement Offer. In compliance with the ASX Listing Rules, participating Directors will not be applying for any Additional New Shares under the Top-Up Facility.

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[2] Apparent brand used under exclusive license.

[3]Theoretical ex-rights price ("TERP") includes shares issued under the Placement, Institutional Entitlement Offer and the Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ELD shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP.

The Entitlement Offer is non-renounceable and Entitlements will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up. I encourage you to consider this offer carefully.

Other Information

This Retail Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Monday, 15 July 2019, and provides information on Elders, the benefits expected from the Acquisition, details of the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so, and a timetable of key dates; and
- instructions on how to take up all or part of your Entitlement.

A personalised Entitlement and Acceptance Form accompanies this Retail Offer Booklet. This form details your Entitlement. If you want to participate in the Retail Entitlement Offer this form must be completed in accordance with the instructions contained in the form.

The Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Monday, 5 August 2019 (Closing Date).

Please read carefully the details on how to submit your application, which are set out in this Retail Offer Booklet.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

On behalf of the Board of Elders, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely



Michael Carroll
Chairman

1. SUMMARY OF OPTIONS AVAILABLE TO YOU

If you are an Eligible Retail Shareholder (as defined in Section 4.2), you may take one of the following actions:

- take up all of your Entitlement and, if you wish, also apply for New Shares in excess of your Entitlement (**Additional New Shares**) under the Top-Up Facility;
- take up part of your Entitlement and allow the balance to lapse; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Monday, 5 August 2019.

If you are a retail shareholder that is not an Eligible Retail Shareholder, you are an **Ineligible Retail Shareholder**. Ineligible Retail Shareholders are not entitled to participate in the Retail Entitlement Offer.

Options available to you	Key considerations
1. Take up all of your Entitlement	• You may elect to apply for New Shares at the Issue Price (see Section 3 for instructions on how to take up your Entitlement). • The New Shares will rank equally in all respects with Existing Shares. • If you take up all of your Entitlement, you may also apply for Additional New Shares under the Top-Up Facility (see Section 3 for instructions on how to apply for Additional New Shares). There is no guarantee that you will be allocated any Additional New Shares under the Top-Up Facility.
2. Take up part of your Entitlement	• If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them. • You will not be entitled to apply for Additional New Shares under the Top-Up Facility. • If you do not take up your Entitlement in full, you will have your percentage holding in Elders reduced as a result of the Entitlement Offer.
3. Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	• If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred. • If you do not take up your Entitlement you will have your percentage holding in Elders reduced as a result of the Entitlement Offer.

2. THE ENTITLEMENT OFFER

Eligible Retail Shareholders (as defined in Section 4.2) are being offered the opportunity to subscribe for 1 New Share for every 6.7 Existing Shares held at 7.00pm (Melbourne time) on Wednesday, 17 July 2019 (**Record Date**), at the Issue Price.

Institutional Entitlement Offer

On 17 July 2019, Elders announced that it had successfully completed the Institutional Entitlement Offer and the Institutional Placement, raising approximately A$60 million and A$40 million respectively. Settlement of the Institutional Entitlement Offer and the Institutional Placement is expected to occur on Tuesday, 23 July 2019. Shares to be issued under the Institutional Entitlement Offer and Institutional Placement are expected to be allotted and commence trading on Wednesday, 24 July 2019.

Retail Entitlement Offer

Each Eligible Retail Shareholder is entitled to subscribe for 1 New Share for every 6.7 Existing Shares held on the Record Date. The Retail Entitlement Offer is non-renounceable. This means that shareholders of Elders (**Shareholder**) who do not take up their Entitlements by the Closing Date, will not receive any payment or value for those Entitlements, and their proportionate equity interest in Elders will be diluted.

The Entitlement Offer is being made pursuant to section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows rights issues to be made without a prospectus, provided certain conditions are satisfied. As a result, it is important for Eligible Retail Shareholders to read and understand the information on Elders and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to this Retail Offer Booklet and Elders' other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 6.7 Existing Shares you held as at the Record Date rounded up to the nearest whole New Share. If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. Fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares on issue, including in respect of entitlement to dividends. If you take no action you will not be allocated any New Shares and your Entitlement will lapse.

Eligible Retail Shareholders who take up their Entitlements in full may also apply for Additional New Shares in the Top-Up Facility. Please note that New Shares in excess of Entitlements will only be allocated to Eligible Retail Shareholders if and to the extent that Elders determines in its absolute discretion based on the allocation policy outlined below (**Allocation Policy**). Any New Shares in excess of Entitlements will be limited by the Allocation Policy and also to the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements. Subject to the foregoing, Elders may apply any scale-back (in its absolute discretion).

Allocation Policy

The Allocation Policy is that each Eligible Retail Shareholder that:

(a) takes up their Entitlement in full; and

(b) subscribes for Additional New Shares under the Top-Up Facility,

will be allocated a number of Additional New Shares that is the number of Additional New Shares subscribed for by that Eligible Retail Shareholder capped at a maximum of 50% of the Eligible Retail Shareholder's Entitlement.

In addition, Eligible Retail Shareholders should be aware that:

(c) there is no guarantee that any application in the Top-Up Facility will be successful and Elders reserves the right to issue any shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy applications in the Top-Up Facility at its sole and complete discretion, including by applying any scale-back mechanism;

(d) the Top-Up Facility has the same closing date as the Retail Entitlement Offer (being, Monday, 5 August 2019);

(e) the issue price of Additional New Shares under the Top-Up Facility is the same as the Issue Price, A$5.55 per Additional New Share; and

(f) Elders will not issue Additional New Shares under the Top-Up Facility where to do so would result in a breach of its constitution, the Corporations Act or the ASX Listing Rules.

Elders may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

ASX quotation

Elders has applied for official quotation of New Shares issued under this Retail Offer Booklet. If permission for quotation is not granted by ASX, the New Shares will not be issued and application monies accompanying a completed Entitlement and Acceptance Form or funds paid by BPAY® (**Application Monies**) will be refunded (without interest) as soon as practicable.

Nominees and custodians

The Retail Entitlement Offer is being made to all Shareholders on the register of Elders at the Record Date with an address in Australia or New Zealand that are not in the United States or any other foreign jurisdiction. Elders is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Existing Shares. Where any holder is acting as a nominee or custodian for a person that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable laws. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Elders. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

(a) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

(b) eligible institutional shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not); or

(c) ineligible institutional shareholders who were ineligible to participate in the Institutional Entitlement Offer.

Due to legal restrictions, nominees and custodians may not send copies of this Retail Offer Booklet or accept the Retail Entitlement Offer on behalf of any person in the United States or any other jurisdiction outside Australia or New Zealand, except to beneficial shareholders who are institutional or professional investors in certain foreign countries to the extent contemplated in the "Appendix D – International Offer Jurisdictions" section of the Investor Presentation or as Elders may otherwise permit in compliance with applicable law. Elders is not required to determine whether or not any registered shareholder is acting as a nominee or the identity or residence of any beneficial owners of Existing Shares.

3. HOW TO APPLY

If you wish to take up all or part of your Entitlement, or you wish to apply for Additional New Shares, you can do either of the following:

Payment by BPAY®

If you wish to pay by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the representations, warranties and authorisations on that Entitlement and Acceptance Form;

(b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and

(c) if you pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to the Allocation Policy and any scale-back determined by Elders in its absolute discretion).

It is your responsibility to ensure that your BPAY® payment is received by Elders' share registry, Boardroom Pty Limited (**Share Registry**), by no later than 5.00pm (Melbourne time) on Monday, 5 August 2019 (being the Closing Date). You should take into account any cut-off times implemented by your financial institution with regard to electronic payments when making payment.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on the front of your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that form. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied only for New Shares (and Additional New Shares) on the Entitlement to which that Customer Reference Number applies.

Your completed Entitlement and Acceptance Form or BPAY® acceptance, once received by the Share Registry, cannot be withdrawn.

Payment by cheque, bank draft or money order

If you wish to pay by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to “Elders Limited Retail Entitlement Offer” and crossed “Not Negotiable”.

It is your responsibility to ensure that your payment by cheque, bank draft or money order is received by the Share Registry by no later than 5.00pm (Melbourne time) on Monday, 5 August 2019. You must ensure that cleared funds are held in your account as your cheque, bank draft or money order will be banked as soon as it is received. You should consider postal and cheque clearance timeframes in order to meet this deadline.

Your cheque, bank draft or money order must be:

(a) for an amount equal to the Issue Price multiplied by the number of New Shares (and if applicable, Additional New Shares) that you are applying for; and

(b) in Australian currency drawn on an Australian branch of a financial institution.

Cash payments will not be accepted. Receipts for payment will not be issued.

Shareholders who make payment via cheque, bank draft or money order should mail their completed personalised Entitlement and Acceptance Form together with Application Monies using the reply paid or self-addressed envelope provided with this Retail Offer Booklet to:

Elders Limited Retail Entitlement Offer
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque is insufficient to pay in full for the number of New Shares (and if applicable, Additional New Shares) you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares (and if applicable, Additional New Shares) as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your application will not be accepted. Any Application Monies received for more than your full Entitlement of New Shares will be treated as applying for as many Additional New Shares as it will pay for in full.

Consequences of not taking up all or part of your Entitlement

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlement will lapse and those New Shares for which you would have otherwise been entitled under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been taken up) may be acquired by Eligible Retail Shareholders under the Top-Up Facility.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Your interest in Elders will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

Representations, allotment and refunds

By completing and returning your personalised Entitlement and Acceptance Form with Application Monies or making a payment by BPAY®, you will be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

(a) you are an Eligible Retail Shareholder (as defined in Section 4.2);

(b) you are not in the United States and you are not acting for the account or benefit of any person in the United States in connection with the subscription for Entitlements or the purchase of New Shares (including any Additional New Shares) in the Retail Entitlement Offer and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements and New Shares (including any Additional New Shares) under the Retail Entitlement Offer and under any applicable laws and regulations;

(c) you understand that the Entitlements and the New Shares (including any Additional New Shares) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia or New Zealand. Accordingly, you understand and acknowledge that, under the Retail Entitlement Offer, the Entitlements and the New Shares (including any Additional New Shares) may not be issued to, taken up, acquired or exercised by persons who are, or are acting for the account or benefit of, a person in the United States (to the extent that such person holds Shares and is acting for the account or benefit of a person in the United States);

(d) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent that such person holds Shares and is acting for the account or benefit of a person in the United States), and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person;

(e) you are acquiring New Shares (including any Additional New Shares) outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act;

(f) you and each person on whose account you are acting have not and will not send any materials, or copies thereof, relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;

(g) you acknowledge that you have read and understand this Retail Offer Booklet and your Entitlement and Acceptance Form in their entirety;

(h) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet and Elders' constitution;

(i) you authorise Elders to register you as the holder(s) of New Shares (including any Additional New Shares) allotted to you;

(j) you declare that all details and statements in your Entitlement and Acceptance Form are complete and accurate;

(k) if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Entitlement and Acceptance Form;

(l) you acknowledge that after Elders' receives your Entitlement and Acceptance Form or any payment of Application Monies through BPAY®, you may not withdraw your application or funds provided except as allowed by law;

(m) you agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies through BPAY®, at the issue price;

(n) you authorise Elders, the Underwriter, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including any Additional New Shares) to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Entitlement and Acceptance Form;

(o) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on your Entitlement and Acceptance Form as being held by you on the Record Date;

(p) you acknowledge that the information contained in this Retail Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(q) you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Elders and is given in the context of Elders' past and ongoing continuous disclosure announcements to ASX;

(r) you acknowledge the statement of risks in the "Appendix B – Key Risks" section of the Investor Presentation included in this Retail Offer Booklet, and that investments in Elders are subject to risk;

(s) you acknowledge that none of Elders, the Underwriter, nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Elders, nor do they guarantee the repayment of capital;

(t) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;

(u) you authorise Elders to correct any errors in your Entitlement and Acceptance Form or other form provided by you;

(v) you represent and warrant (for the benefit of Elders, the Underwriter and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are an Eligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;

(w) you acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Elders and/or the Underwriter, and each of Elders and the Underwriter and their respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;

(x) you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and your Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares (including any Additional New Shares) and that you are otherwise eligible to participate in the Retail Entitlement Offer; and

(y) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in a regular way transactions on the ASX are conducted or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or is acting for the account or benefit of a person in the United States.

If you take up and pay for all or part of your Entitlement before the Closing Date, you will be allotted your New Shares on Monday, 12 August 2019. If you apply for Additional New Shares under the Top-Up Facility then, to the extent your application for Additional New Shares is accepted (in whole or part), you will be issued the Additional New Shares on the same day. Elders' decision on the number (if any) of Additional New Shares to be allocated to you will be final and binding.

Cash payments will not be accepted. Receipts for payment will not be issued.

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable. No interest will be paid to you on any Application Monies received or refunded.

If you have a query on how to complete the Entitlement and Acceptance Form, you should contact the Share Registry on the Elders Offer Information Line on 1300 737 760 within Australia, or +61 2 9290 9600 outside Australia from 8.30am to 5.00pm (Melbourne time) Monday to Friday.

4. IMPORTANT INFORMATION

This Retail Offer Booklet (including the Chairman's letter, Investor Presentation and the ASX Announcement reproduced in it) and accompanying personalised Entitlement and Acceptance Form have been prepared by Elders. The information in this Retail Offer Booklet is dated Monday, 22 July 2019.

This Retail Offer Booklet should be read in conjunction with Elders' other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

No party other than Elders has authorised or caused the issue of the information in this Retail Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet.

This information is important and requires your immediate attention.

You should read the information in this Retail Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares (and Additional New Shares). In particular, you should consider the risk factors outlined in the "Appendix B – Key Risks" section of the Investor Presentation released to ASX on Monday, 15 July 2019 (a copy of which is included in this Retail Offer Booklet) any of which could affect the operating and financial performance of Elders or the value of an investment in Elders.

You should consult your stockbroker, accountant, solicitor or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

4.1 Underwriting

Elders has entered into an underwriting agreement with the Underwriter (**Underwriting Agreement**). Under the Underwriting Agreement, the Underwriter was appointed by Elders on a sole and exclusive basis, to act as lead manager, bookrunner and underwriter for the Equity Raising. The obligations of the Underwriter are subject to the satisfaction of certain conditions precedent, including (but not limited to):

(a) ASX not indicating that it will not admit the New Shares to quotation;

(b) receipt by the Underwriter of certain customary opinions and reports from Elders and its advisers; and

(c) the scheme implementation deed in respect of the Acquisition not having been terminated or rescinded, becoming void, illegal, invalid or unenforceable or having been varied in a material respect without the prior written consent of the Underwriter (with such consent not to be unreasonably withheld or delayed).

The Underwriting Agreement contains customary representations, warranties and indemnities in favour of the Underwriter. The Underwriter may terminate the Underwriting Agreement and be released from its obligations on the happening of certain events, including (but not limited to) if:

(a) one of Elders' financiers terminates, materially amends or cancels its commitment to provide financial accommodation for the purposes of the Acquisition or a condition precedent to drawdown of any part of that financial accommodation is not satisfied or waived or becomes incapable of being satisfied or waived;

(b) a statement in the ASX Announcement or Investor Presentation is or becomes misleading or deceptive or is likely to mislead or deceive, or a matter required to be included is omitted from the ASX Announcement or Investor Presentation;

(c) any cleansing notice given by Elders to ASX in relation to the Equity Raising is defective, or a corrective statement is issued or is required to be issued under the

Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*);

(d) any forecast or forward looking statement that appears in the Equity Raising offer materials or is public information is not based on reasonable grounds or becomes incapable of being met within the relevant period;

(e) ASIC makes an application for an order under Part 9.5 or commences any investigation or hearing under Part 3 of the *Australian Securities & Investments Commission Act 2001* (Cth) in relation to the Equity Raising or any Equity Raising offer materials which is not withdrawn by ASIC within a certain time period;

(f) any event specified in the timetable for the Equity Raising is delayed by a certain period without the prior written consent of the Underwriter or a trading halt ends before the expiry of the relevant period referred to in the timetable for the Equity Raising without the prior written consent of the Underwriter;

(g) a proposed change of the Chairman or Chief Executive Officer of Elders occurs and that circumstance has or is reasonably likely to have a material adverse effect on the Equity Raising or will, or is likely to, give rise to a liability of the Underwriter under any applicable law or result in a contravention by the Underwriter or its affiliates of, or the Underwriter or its affiliates being involved in a contravention of, any applicable law;

(h) a proposed change of the Chief Executive Officer of AIRR occurs;

(i) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of Elders or its subsidiaries, including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Elders or its subsidiaries from those respectively disclosed to ASX by Elders prior to the date of the Underwriting Agreement and that circumstance has or is reasonably likely to have a material adverse effect on the Equity Raising or will, or is likely to, give rise to a liability of the Underwriter under any applicable law or result in a contravention by the Underwriter or its affiliates of, or the Underwriter or its affiliates being involved in a contravention of, any applicable law;

(j) a representation, warranty, undertaking or obligation given under the Underwriting Agreement by Elders is breached, becomes not true or correct or is not performed and that circumstance has or is reasonably likely to have a material adverse effect on the Equity Raising or will, or is likely to, give rise to a liability of the Underwriter under any applicable law or result in a contravention by the Underwriter or its affiliates of, or the Underwriter or its affiliates being involved in a contravention of, any applicable law;

(k) any of the following occurs:

(i) a general moratorium on commercial banking activities in Australia and certain jurisdictions is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;

(ii) any adverse effect or disruption on the financial markets in Australia or New Zealand; or

(iii) trading in all securities quoted or listed on ASX or certain specified stock exchanges is suspended for at least 1 day on which that exchange is open for trading,

and that circumstance has or is reasonably likely to have a material adverse effect on the Equity Raising or will, or is likely to, give rise to a liability of the Underwriter under any applicable law or result in a contravention by the Underwriter or its Affiliates of, or

the Underwriter or its Affiliates being involved in a contravention of, any applicable law.

The above is not an exhaustive list of the termination events specified in the Underwriting Agreement.

The Underwriter will be remunerated by Elders for providing these services.

Neither the Underwriter nor any of its respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (collectively, the **Underwriter Parties**) have authorised or caused the issue or lodgement, submission, despatch or provision of this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on a statement made by an Underwriter Party. To the maximum extent permitted by law, each Underwriter Party expressly disclaims all liabilities in respect of, and make no, representations regarding, and takes no responsibility for any part of this Retail Offer Booklet or any action taken by you on the basis of the information in this Retail Offer Booklet, and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Offer Booklet. To the maximum extent permitted by law, the Underwriter Parties exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning this Entitlement Offer, or any such information and you represent, warrant and agree that you have not relied on any statements made by any of the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

4.2 Eligible Retail Shareholders

The Retail Entitlement Offer in this Retail Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

Eligible Retail Shareholders are those holders of Existing Shares who:

(a) are registered as a holder of Existing Shares as at 7.00pm (Melbourne time) on the Record Date;

(b) have a registered address in Australia or New Zealand as recorded on Elders' share register on the Record Date;

(c) are not an institutional Shareholder or an excluded institutional Shareholder and do not hold Existing Shares on behalf of an excluded institutional Shareholder;

(d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or other formal offer document to be lodged or registered.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of Elders. Elders and the Underwriter disclaim any liability in respect of the exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

Shareholders who do not satisfy the above criteria are ineligible to participate in the Retail Entitlement Offer.

4.3 Effect of the Entitlement Offer on control of the Company

The Directors do not believe that the Entitlement Offer will have a material effect on the control of Elders as no individual shareholder currently owns more than 20% of the Shares and Elders does not expect any shareholder to hold more than 20% after completion of the Entitlement Offer.

4.4 Allocation Policy and scale-back

If there are oversubscription applications under the Top-Up Facility, Elders reserves the right to scale back applications for Additional New Shares on an equitable basis.

In the event of a scale-back, the difference between the Application Monies received, and the number of Additional New Shares allocated to you multiplied by the Issue Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

4.5 No Entitlements trading

Entitlements are non-renounceable and are not tradeable on ASX or otherwise transferable.

4.6 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

4.7 Ranking of New Shares (and Additional New Shares)

The New Shares (and Additional New Shares) will be issued on a fully paid basis and will rank equally in all respects with Existing Shares. The rights and liabilities attaching to the New Shares (and Additional New Shares) are set out in Elders' constitution, a copy of which is available at www.elderslimited.com.au.

4.8 Continuous disclosure

Elders is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the ASX Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Elders and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at www.asx.com.au. You have the opportunity to access any information about Elders which has previously been disclosed to ASX. In particular, please refer to the Elders Half Year Report for the 6 months ended 31 March 2019 and the Elders Annual Report for the financial year ended 30 September 2018. You should also have regard to any further announcements which may be made by Elders to ASX after the date of this Retail Offer Booklet.

4.9 Taxation

You should be aware that there may be taxation implications associated with participating in the Retail Entitlement Offer and receiving New Shares (and any Additional New Shares).

Elders does not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares (and any Additional New Shares) under the Retail Entitlement Offer. Elders, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares (and Additional New Shares) under this Retail Offer Booklet.

4.10 Risks

There are a number of risks associated with an investment in Elders which may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share price. The key risk factors are set out in the "Appendix B – Key Risks" section of the Investor Presentation included in this Retail Offer Booklet.

4.11 Future performance and forward-looking statements

This Retail Offer Booklet contains certain "forward-looking statements" that are based on the management of Elders' beliefs, assumptions and expectations and on information currently available to the management of Elders. The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Any indications of, and guidance on, future operating performance, earnings, financial position and performance or production are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements, including projections, guidance on future operations, earnings, estimates or production targets (if any), are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Retail Offer Booklet contains statements that are subject to risk factors associated with Elders' business activities and the Acquisition, including the risks described in the "Appendix B – Key Risks" section in the accompanying Investor Presentation. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to earnings, capital expenditure, cash flow and capital structure risks and general business risks. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Elders or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Retail Offer Booklet will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Any forward-looking statements in this Retail Offer Booklet speak only as of the date of this Retail Offer Booklet. Subject to any continuing obligations under applicable law or regulation (including the listing rules of ASX), Elders disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this Retail Offer Booklet to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

4.12 Past performance

Past performance information given in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Retail Offer Booklet is, or is based upon, information that has been released to the market. For further information, please see past announcements released to ASX.

4.13 No cooling off rights

Cooling off rights do not apply to an investment in New Shares (and Additional New Shares). You cannot withdraw your application once it has been accepted.

4.14 Not investment or financial product advice

The Retail Entitlement Offer to which the information in this Retail Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*. The information in this Retail Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Elders is not licensed to provide financial product advice in respect of the New Shares or any other financial products.

The information in this Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Elders' other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au. The information in this Retail Offer Booklet does not take into account your investment objectives, financial situation or needs or those of any particular investor. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial objectives and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the Shares, the subject of the Retail Entitlement Offer.

If, after reading this Retail Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant, solicitor, tax adviser or other independent professional adviser. You should obtain any professional advice you require to evaluate the merits and risks of an investment in Elders before making any investment decision based on your investment objectives.

4.15 Foreign jurisdictions

The information in this Retail Offer Booklet, the Investor Presentation, any accompanying ASX announcement and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction outside of Australia or New Zealand. Return of the personalised Entitlement and Acceptance Form or your BPAY® payment will be taken by Elders to constitute a representation by you that there has been no breach of any such laws.

The distribution of this Retail Offer Booklet outside Australia or New Zealand may be restricted by law. In particular, this Retail Offer Booklet or any copy of it must not be taken into or distributed or released to any person in the United States or any other jurisdiction outside Australia or New Zealand. If you come into possession of this Retail Offer Booklet, you must observe such restrictions and should seek your own advice on such restrictions.

Due to legal restrictions, nominees and custodians may not send copies of this Retail Offer Booklet or any material relating to the Retail Entitlement Offer or accept the Retail Entitlement Offer in relation to any person in the United States or any other jurisdiction outside Australia or New Zealand, except to beneficial Shareholders who are institutional or professional investors in certain foreign countries to the extent contemplated in the "Appendix D – International Offer Jurisdictions" section of the Investor Presentation or as Elders may otherwise permit in compliance with applicable law.

United States

This Retail Offer Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The New Shares in the Retail Entitlement Offer are being offered and sold outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

4.16 Financial amounts

Money as expressed in this Retail Offer Booklet is in Australian dollars unless otherwise indicated. Any discrepancies between totals in tables and sums of components in tables in this Retail Offer Booklet and between those figures and figures referred to in other parts of this document may be due to rounding.

4.17 Privacy

Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of your Shares) to be included in the public register of Elders. Information is collected to administer your Shares. Your personal information may be disclosed to Elders. You can obtain access to your personal information by contacting the Share Registry at the address or telephone number listed in the corporate directory. The Share Registry's privacy policy is available on its website http://www.boardroomlimited.com.au/corp/privacy-policy.

4.18 Disclaimer of representations

No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer described in this Retail Offer Booklet, which is not contained in this Retail Offer Booklet. Any information or representation not contained in this Retail Offer Booklet may not be relied on as having been authorised by Elders in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Elders, or any other person, warrants or guarantees the future performance of Elders or any return on any investment made pursuant to this Retail Offer Booklet.

4.19 Governing law

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares (and Additional New Shares) submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

15 July 2019

ASX & Media Release

Not for release to US wire services or distribution in the United States

ACQUISITION OF AIRR AND EQUITY RAISING

KEY HIGHLIGHTS

- Elders Limited ("**Elders**") has entered into a scheme implementation deed with Australian Independent Rural Retailers ("**AIRR"**) to acquire 100% of AIRR's shares on issue by way of a scheme of arrangement (the "**Scheme**" or "**Acquisition**") for A$10.85[1] per share ("**Acquisition Price**")
- The Acquisition consideration comprises 50% cash and 50% Elders scrip with a mix and match facility provided to AIRR shareholders[2]
- The Scheme has been unanimously recommended by AIRR's Board of Directors in the absence of a superior proposal and subject to the independent expert to be engaged by AIRR confirming that the Scheme is in the best interest of AIRR shareholders
- Compelling strategic rationale by providing entry to the wholesale rural services market which enables a new growth channel and is consistent with Elders' Corporate Acquisition Principles
- Potential to deliver net synergies of A$6.6 - 9.3[3] million per annum, to be gradually realised over the next two years
- The Acquisition Price is compelling for AIRR shareholders and represents a premium of 27% to AIRR's 60 day VWAP[4] of $8.51
- Expected[5] to deliver low single digit EPS accretion on an FY19 pro forma basis[6] before synergies and low double digit EPS accretion post synergies[7]
- Elders is funding the Acquisition through a A$137[8] million equity raising and issue of A$79 million of new Elders shares to AIRR shareholders as scrip consideration
- The Elders Directors have each confirmed their intention to participate in the Entitlement Offer
- Elders anticipates pro forma average FY19 net debt / EBITDA[9] < 2.0x and is targeting average net debt / EBITDA of 1.5 – 2.0x for FY20

Commenting on the Acquisition, Mark Allison, Managing Director and CEO, said "Acquiring AIRR will give Elders a national wholesale platform. By preserving continuity of AIRR's key management team and independent identity through

[1] The cash consideration payable will be reduced by the amount of any fully franked AIRR dividend which is permitted, up to $2.85 per share.
[2] The mix and match facility will allow each AIRR shareholder to elect to receive: (a) all of their consideration (reduced by the amount of any permitted AIRR fully franked dividend up to $2.85 per share) as cash; or (b) all of the consideration amount (reduced by the permitted special dividend amount, if any) as Elders shares; or, if they make no election, they will receive the default consideration of $5.425 in cash (reduced by the permitted special dividend amount, if any) and $5.425 in Elders shares. The mix and match facility is subject to a scale back mechanism such that the total cash consideration will be $79 million (less the aggregate amount of the permitted AIRR dividend, if any) and the total number of Elders shares issued as share consideration will be 13.0 million shares issued at $6.03 per share.
[3] Excludes one-off implementation costs.
[4] VWAP calculation includes approved transactions only; last completed trade at $8.50
[5] Including a full year contribution from AIRR and based on AIRR forecast EBIT for the 12 months to 30 September 2019 and assuming the Acquisition had come into effect from 1 October 2018, therefore, no pro forma corporate tax payable on this income by Elders due to the utilisation of accumulated tax losses.
[6] Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share; assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.
[7] Assumes ~$8 million of net synergies based on the mid-point of the estimated range of $6.6 - 9.3 million; excludes one-off implementation costs.
[8] $137 million will also be used to repayment of debt and funding of transactions costs.
[9] EBITDA is non-IFRS/non-GAAP financial measure and defined as earnings before interest, tax, depreciation and amortization; EBITDA per Elders' FY19 forecast and AIRR forecast EBITDA for the 12 months to 30 September 2019 (excluding synergies); Estimated pro forma average FY19F net debt / EBITDA calculated based on estimated Elders standalone average net debt for FY19F of $216 million adjusted to reflect the $18 million reduction in Elders' net debt following the Equity Raising.

a light touch integration, AIRR will continue to deliver the benefits to its independent members which have enabled it to achieve a track record of consistent growth. By working with AIRR, we look forward to further enhancing AIRR's offering to its diverse customer base and continuing to grow the business together."

Commenting on the Acquisition, Peter Law, AIRR Managing Director, said "AIRR is a recognised leader in the wholesale market and we believe that partnering with Elders will add value to our members, farmers and customers."

"Like Elders, AIRR is a business with a track record of driving Australian agricultural success. We have grown consistently since establishment in 2006 and we are pleased to be continuing this growth with the support of Elders. Our key management team will continue unchanged, delivering the same benefits our independent retailer customers rely on."

OVERVIEW OF AIRR

Established in 2006, AIRR is a member based buying and marketing group for independent rural merchandise and pet and produce stores. The business is a national wholesale platform supported by a network of eight warehouses servicing more than 1,500 customers. AIRR has approximately 240 independent member stores and an additional 100 Tuckers Pet & Produce stores located across Australia. AIRR also owns and operates 5 retail locations in Victoria.

AIRR provides its customers access to more than 6,000 products (SKUs) from more than 650 suppliers. Among the products offered by AIRR are two private label ranges: *Apparent*, a range of agricultural chemicals and *Independents Own*, a range of animal health, feed and general merchandise products. In September 2018, AIRR acquired The Hunter River Company which has a portfolio of over 50 animal health product Australian Pesticides and Veterinary Medicines Authority ("**APVMA**") registrations.

AIRR is expected to generate EBITDA of A$21.9 million for the twelve months to September 2019.

AIRR is diversified by product category, decreasing its exposure to weather related cycles, as well as by geography and customer type. AIRR's top 20 customers represented 22% of sales for FY18.

COMPELLING STRATEGIC RATIONALE AND ACQUISITION INTEGRATION APPROACH

The Acquisition is in line with Elders' Corporate Acquisition Principles and the key strategic advantages of the Acquisition for Elders are as follows:

1. AIRR is a large scale wholesale business with a strong track record having achieved an FY13 – FY19 EBITDA CAGR of 18%[10]. The business is diversified by product type and customer base;
2. it creates the opportunity for Elders to leverage AIRR's distribution and logistics coverage. This is expected to have immediate short term benefits in improving Elders' supply chain and a solid longer term pathway to adapt to changes in consumer demand;
3. it provides Elders with a new channel for growth through access to independent rural, pet and produce retailers; and
4. it increases Elders' portfolio of APVMA registrations, particularly in animal health, and provides the opportunity to grow the reputable AIRR, Tuckers, Apparent[11] and Independents Own brands.

[10] CAGR is defined as compound annual growth rate and calculated based on AIRR June 2013 – June 2018 actuals and forecast EBITDA for the 12 months to 30 September 2019.
[11] Apparent brand used under exclusive license.

Elders expects that the Acquisition has the potential to capture net synergies of A$6.6 – 9.3 million per annum, gradually realised over the next two years. In particular, the Acquisition gives rise to further incremental margin from backward integration of animal health, crop protection and animal related products.

Elders expects achieving this while preserving AIRR's key management, brands, and operations through a light touch integration. After completion of the Acquisition, it is proposed that Peter Law will continue to manage AIRR with a focus on growing the business.

SHAREHOLDER VALUE CREATION

The Acquisition is expected to create value for both Elders and AIRR shareholders.

Including a full year contribution from AIRR[12], the Acquisition is expected to deliver low single digit EPS accretion on an FY19 pro forma basis[13] before synergies and low double digit EPS accretion post synergies[14].

In addition to providing Elders with additional growth avenues, the Acquisition is expected to contribute to making Elders a stronger agribusiness with further diversified earnings. Elders also expects to be able to utilise its accumulated tax loss position in respect of AIRR's income after the Acquisition.

The Acquisition values AIRR at A$157 million on equity value basis and A$187 million on an enterprise value basis[15].

- The Acquisition Price represents a 27% premium to AIRR's 60 day VWAP[16] of $8.51.
- The Acquisition implies 8.8x FY19 EV / EBIT[17] pre synergies or 6.4x FY19 EV / EBIT[14] post synergies of ~8 million[18].

ELDERS' TRADING UPDATE

Elders reiterates previously provided FY19 guidance and remains confident to deliver (excluding any contribution from AIRR):

- Underlying EBIT in the range of A$72 – 75 million
- Underlying NPAT in the range of A$61 - 64 million

Improved results compared to last year in the third quarter:

- Retail margin up across all geographies, with additional acquisition earnings from Titan through backward integration
- Agency margin improved with benefit from sheep prices
- Financial services EBIT improvement

[12] Based on AIRR forecast EBIT for the 12 months to 30 September 2019 and assuming the Acquisition had come into effect from 1 October 2018, therefore, no pro forma corporate tax payable on this income by Elders due to the utilisation of accumulated tax losses.
[13] Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share; assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.
[14] Assumes ~$8 million of synergies based on the mid-point of the estimated range of $6.6 - 9.3 million; excludes one-off implementation costs.
[15] AIRR implied enterprise value based on FY19 and FY20 Jun-YE estimated average annual AIRR net debt of $30 million, being 12 months' actual management accounts to 30 June 2019 and 12 months' forecast to 30 June 2020.
[16] VWAP calculation includes approved transactions only; last completed trade at $8.50
[17] Based on forecast EBIT for the 12 months to 30 September 2019. EBIT is non-IFRS/non-GAAP financial measure and defined as as earnings before interest and taxes.
[18] Assumes ~$8 million of synergies based on the mid-point of the estimated range of $6.6 - 9.3 million; excludes one-off implementation costs.

ACQUISITION CONDITIONS

The Acquisition is subject to AIRR shareholder approval, approval of the Court, no material adverse change and ACCC approval as well as a number of other customary conditions. The full terms of the scheme implementation deed have separately been released to the market.

The AIRR Board of Directors has unanimously recommended that AIRR shareholders vote in favour of the Scheme and intend to vote the AIRR shares they own or control in favour of the Scheme in the absence of a superior proposal and subject to the independent expert to be engaged by AIRR confirming that the Scheme is in the best interest of AIRR shareholders.

ACQUISITION FUNDING

Elders is funding the purchase price for the Acquisition, transaction costs and repayment of debt through:

- A$137 million equity raising by a way of a 1 for 6.7 pro-rata accelerated non-renounceable entitlement offer and institutional placement (**Equity Raising**) launched today and fully underwritten by Macquarie Capital (Australia) Limited
- A$79 million of new Elders shares issued to AIRR shareholders as scrip consideration

By issuing scrip consideration as part of the funding for the Acquisition, Elders is increasing alignment between Elders shareholders and AIRR shareholders. Following the Acquisition and the Equity Raising, AIRR shareholders will own 8.4% of Elders' shares in total with Peter Law owning ~1.8%, making Peter the largest individual Elders shareholder excluding institutional shareholders.

AIRR Directors and key management (including Peter Law) will be subject to a 2 year voluntary escrow in respect of the Elders shares they receive as scrip consideration.

Elders anticipates pro forma FY19 average[19] net debt / EBITDA to be < 2.0x and is targeting average net debt / EBITDA of 1.5 – 2.0x for FY20.

EQUITY RAISING

The Equity Raising will comprise a fully underwritten 1 for 6.7 pro-rata accelerated non-renounceable entitlement offer ("**Entitlement Offer"**) to raise approximately A$97 million, comprised of an offer to eligible institutional shareholders ("**Institutional Entitlement Offer**") and an offer to eligible retail shareholders ("**Retail Entitlement Offer**") and a fully underwritten institutional placement to raise approximately A$40 million ("**Placement**"), together raising approximately A$137 million. Approximately 24.7 million new ordinary shares (**New Shares**) will be issued (equivalent to approximately 21% of existing Elders shares on issue).

All New Shares offered under the Equity Raising will be issued at a price of A$5.55 per New Share, representing:

- 7.9% discount to TERP[20] based on the closing price of Elders' shares on 12 July 2019
- 9.5% discount to the closing price of Elders' shares on 12 July 2019

Each New Share issued under the Equity Raising will rank equally with existing shares on issue and will be eligible for any dividend declared for the period ending 30 September 2019. Elders will apply for quotation of New Shares on ASX.

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[19] EBITDA per Elders' FY19 forecast and AIRR forecast EBITDA for the 12 months to 30 September 2019 (excluding synergies); Estimated pro forma average FY19F net debt / EBITDA calculated based on estimated Elders standalone average net debt for FY19F of $216 million adjusted to reflect the $18 million reduction in Elders' net debt following the Equity Raising.

[20] Theoretical ex-rights price ("TERP") includes shares issued under the Placement, Institutional Entitlement Offer and the Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ELD shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP.

Placement

All shares offered under the Placement will be issued at the same price as New Shares issued under the Institutional Entitlement Offer (A$5.55 per share). New Shares issued under the Placement do not have rights to participate in the Entitlement Offer.

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer. The Institutional Entitlement Offer will open today, 15 July 2019.

Eligible institutional shareholders can choose to take up their entitlement in whole, in part or not at all. In addition, under the Institutional Entitlement Offer, New Shares equal in number to those attributable to entitlements not taken up by eligible institutional shareholders, together with New Shares attributable to entitlements which would otherwise have been offered to institutional shareholders in ineligible jurisdictions, will be offered to institutional shareholders.

Retail Entitlement Offer

Every Elders retail shareholder registered as a shareholder in Australia or New Zealand as at 7.00pm (Melbourne time) on Wednesday, 17 July 2019 ("**Eligible Retail Shareholders**") will be entitled to participate in the Retail Entitlement Offer on the terms and subject to conditions set out in the retail offer booklet to be sent to Eligible Retail Shareholders in relation to the Retail Entitlement Offer ("**Retail Offer Booklet**"). The Retail Entitlement Offer will open on Monday, 22 July 2019 and close at 5.00 pm (Melbourne time) on Monday, 5 August 2019.

In addition to each Eligible Retail Shareholder's entitlement under the Retail Entitlement Offer, Eligible Retail Shareholders will be offered the opportunity to apply for additional New Shares (up to 50% of their entitlement) ("**Top-Up Facility**"). Eligible Retail Shareholders are not assured of being allocated any New Shares in excess of their entitlement under the Top-Up Facility and will be allocated in accordance with the allocation policy outlined in the Retail Offer Booklet. Elders retains absolute discretion regarding allocations under the Top-Up Facility.

Elders may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

The Entitlement Offer is non-renounceable and entitlements will not be tradeable on the ASX or be otherwise transferable. Shareholders who do not take up their full entitlement will not receive any payment or value in respect of entitlements they do not take up and their percentage equity interest in Elders will be diluted.

TIMETABLE

Trading halt and announcement of Acquisition and Equity Raising Placement and Institutional Entitlement Offer opens	Monday, 15 July 2019
Institutional Entitlement Offer closes	Tuesday, 16 July 2019
Placement closes	Tuesday, 16 July 2019
Announcement of results of Institutional Entitlement Offer and Placement	Wednesday, 17 July 2019
Trading halt lifted – shares recommence trading on ASX on an "ex-entitlement" basis	Wednesday, 17 July 2019
Record Date for determining entitlement to subscribe for New Shares (7.00pm)	Wednesday, 17 July 2019
Retail Offer Booklet despatched and Retail Entitlement Offer opens	Monday, 22 July 2019
Settlement of Institutional Entitlement Offer and Placement	Tuesday, 23 July 2019
Allotment and normal trading of New Shares under Institutional Entitlement Offer and Placement	Wednesday, 24 July 2019
Retail Entitlement Offer closes	Monday, 5 August 2019
Settlement of Retail Entitlement Offer	Friday, 9 August 2019
Allotment of New Shares under the Retail Entitlement Offer	Monday, 12 August 2019
Normal trading of New Shares under the Retail Entitlement Offer	Tuesday, 13 August 2019
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Wednesday, 14 August 2019

All dates other than 15 July 2019 are indicative and may change without prior notice, subject to the ASX listing rules.

FURTHER INFORMATION

Elders is being advised by Macquarie Capital (Australia) Limited as exclusive financial adviser in respect of the Acquisition and lead manager, bookrunner and underwriter in respect to the Equity Raising. MinterEllison is acting as Legal Adviser to Elders in relation to the Acquisition and the Equity Raising.

Further details of the Acquisition and the Equity Raising are set out in the Investor Presentation also provided to ASX today. The Investor Presentation contains important information including key risks including with respect to the Acquisition and the Equity Raising and foreign selling restrictions with respect to the Equity Raising.

If you have any questions in relation to the Equity Raising, please contact the Elders Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8:30am and 5:00pm (AEST) on Monday to Friday. For other questions you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

For other enquiries, please contact Mark Allison, Managing Director and Chief Executive Officer, m: 0439 030 905.

MEDIA ENQUIRIES

Meagan Burbidge, Elders Communications, m: 0417 841 092, e: meagan.burbidge@elders.com.au

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Forward looking statements

This announcement contains certain "forward looking statements", including but not limited to projections, and guidance on future financial performance, potential synergies and estimates, the timing and outcome of the Acquisition, the outcome and effects of the Entitlement Offer and Placement and the use of proceeds, and the future performance of Elders post-Acquisition. The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward looking statements.

Forward looking statements in this announcement include statements regarding the completion of the Acquisition, the impact of the Acquisition and the future strategies and results of the combined group and the opportunities available to it, the integration process and the timing and amount of synergies and the timing and outcome of the Entitlement Offer and Placement as well as guidance regarding future financial results for Elders and the AIRR business. Forward looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Elders, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumption on which these statements are based. These statements may assume the success of Elders' business strategies. The success of any of those strategies will be realised in the period for which the forward looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward looking statements and except as required by law or regulation, none of Elders, its representatives or advisers assumes any obligation to update these forward looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward looking statements are based on information available to Elders as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Elders, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

ACQUISITION OF AUSTRALIAN INDEPENDENT RURAL RETAILERS (AIRR) AND EQUITY RAISING

Investor presentation

15 July 2019



Elders

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- Elders' proposed 1 for 6.7 pro rata accelerated non-renounceable entitlement offer of new fully paid shares in Elders (**New Shares**) to certain eligible shareholders (**Entitlement Offer**) to raise approximately $97 million; and
- a placement of New Shares to institutional and sophisticated investors (**Placement**) within Elders' 15% capacity under ASX Listing Rule 7.1 to raise approximately $40 million.

The Entitlement Offer is being made without disclosure to investors under section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Summary information

This Presentation contains summary information about Elders and its activities current as at 15 July 2019. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all information which a prospective investor may require in evaluating a possible investment in Elders or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. The historical information in this Presentation is, or is based upon, information that has been released to the ASX. This Presentation should be read in conjunction with Elders' other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au.

Not an offer

This Presentation is not an offer or invitation to acquire New Shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. Any decision to acquire New Shares under the Entitlement Offer must be made on the basis of the information contained in the offer booklet for the Entitlement Offer and made available following its lodgement with ASX. This Presentation is not and should not be considered an offer or an invitation to acquire the New Shares or any other financial products and does not and will not form any part of any contract for the acquisition of the New Shares.

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Not financial product advice

This Presentation does not constitute financial product or investment advice or any recommendation to acquire New Shares or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and obtain legal and taxation advice appropriate to their jurisdiction. Elders is not licensed to provide financial product advice in respect of the New Shares or any other financial products. Cooling off rights do not apply to the acquisition of New Shares under the Equity Raising.

Investment risk

An investment in the New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Elders including loss of income and principal invested. Elders does not guarantee any particular rate of return or performance including without limitation arising out of the AIRR Acquisition or any particular tax treatment. Persons should have regard to the Key Risks outlined in Appendix B to the Presentation including in respect of the AIRR Acquisition.

Financial data

All dollar values are in Australian dollars (A$ or AUD) unless otherwise stated. Prospective investors should also be aware that the pro-forma financial information included in this Presentation is for illustrative purposes and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the United States Securities and Exchange Commission. Prospective investors should be aware that certain financial data included in this presentation is "non-IFRS financial information" under ASIC Regulatory Guide 230 Disclosing non-IFRS financial information published by ASIC and also "non-GAAP financial measures" within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934. Non-IFRS/non-GAAP measures in this presentation include the pro-forma financial information, EBITDA and EBIT.

While Elders believes that this non-IFRS/non-GAAP financial information provides useful information to users in measuring the financial position and conditions of Elders, the non-IFRS/non-GAAP financial information does not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should it be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Prospective investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this Presentation.

Effect of rounding

A number of figures, amounts, percentages, estimates and calculations of value in this Presentation are subject to the effect of rounding.

Past performance

Investors should note that past performance and pro forma financial information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of Elders' views on its future financial performance or condition. Prospective investors should note that past performance, including past share price performance, of Elders or AIRR cannot be relied upon as an indicator of (and provides no guidance as to) future performance including future share price performance. The historical information in relation to Elders included in this Presentation is, or is based on, information that has previously been released to the market.

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Future performance

This Presentation contains certain "forward-looking statements" that are based on management's beliefs, assumptions and expectations and on information currently available to management. The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Any indications of, and guidance on, future operating performance, earnings, financial position and performance or production are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements, including projections, guidance on future operations, earnings, estimates or production targets (if any), are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Presentation contains statements that are subject to risk factors associated with Elders' business activities and the AIRR Acquisition. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to earnings, capital expenditure, cash flow and capital structure risks and general business risks. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Elders or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Presentation will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Any forward-looking statements in this Presentation speak only as of the date of this Presentation. Subject to any continuing obligations under applicable law or regulation (including the listing rules of ASX), Elders disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this presentation to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

Disclaimer

The information in this Presentation has been obtained from or based on sources believed by Elders to be reliable. To the maximum extent permitted by law, Elders and Macquarie Capital (Australia) Limited (**Macquarie**) (**Underwriter**) and their respective affiliates, officers, employees, agents and advisers do not make any warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Presentation and disclaim all responsibility and liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by you as a result of the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Neither the Underwriter, nor any of its affiliates, related bodies corporate, directors, officers, employees, agents or advisers have authorised, caused or permitted the issue, submission or despatch of this Presentation nor do they make any recommendation as to whether a potential investors should acquire New Shares. None of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by them.

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Acknowledgements:

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of each of Elders and/or the Underwriter;
- each of Elders and the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- the Underwriter may have interest in the securities of Elders, including by providing investment banking and debt services to Elders. Further, it may act as market maker or buy or sell securities or associated derivatives of Elders as principal or agent; and
- the Underwriter will receive fees for acting in its capacity as lead manager and underwriter to the Equity Raising and for acting in its capacity as financial adviser to Elders in connection with the AIRR Acquisition.

International selling restrictions

This Presentation does not constitute an offer of the New Shares in any jurisdiction in which it would be unlawful. In particular, this Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act of 1933. The distribution of this Presentation may be restricted by law in any country outside Australia and New Zealand. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. See further International Offer Restrictions in Appendix D to this Presentation. By accepting this Presentation you represent and warrant that you are entitled to receive the Presentation in accordance with these restrictions and agree to be bound by their limitations.

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01 EXECUTIVE SUMMARY

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Executive summary

Transaction details	— Elders has entered into a scheme implementation deed (**SID**) with AIRR Holdings Limited (**AIRR**) to acquire 100% of AIRR's shares on issue by way of a recommended scheme of arrangement for $10.85[1] per share (**AIRR Acquisition** or **Acquisition**) — The consideration comprises 50% cash[1] and 50% Elders scrip[2] with a mix and match facility provided to AIRR shareholders[3] — The Acquisition values AIRR at $157 million on an equity basis and $187 million on an enterprise value basis[4] — Implies 8.8x FY19 EV / EBIT[5] pre synergies or 6.4x FY19 EV / EBIT[5] post estimated net synergies of ~$8 million[6]
Acquisition rationale	— The AIRR acquisition is aligned with Elders' Corporate Acquisition Principles — AIRR is a member based buying and marketing group for independent rural merchandise and pet and produce stores — Large scale wholesale business with a track record for growth and a national network of eight leased warehouses — Enhances Elders' distribution and logistics coverage — Provides a new growth avenue through access to independent retailers — Potential to deliver net synergies of $6.6 - 9.3 million per annum, to be gradually realised over the next two years — Shareholder value creation through EPS accretion[7] and ability to utilise Elders' tax loss position

Funding	— Elders is funding the purchase price for the AIRR Acquisition, transaction costs and repayment of debt[8] through:
	  — $137 million equity raising by a way of an institutional placement and an accelerated non-renounceable entitlement offer (**Equity Raising**) launched today and fully underwritten by Macquarie Capital (Australia) Limited
	  — $79 million of new Elders shares issued to AIRR shareholders as scrip consideration[2]
	— Pro forma for the AIRR Acquisition and the Equity Raising, AIRR shareholders will own 8.4% of Elders' shares in total with Peter Law owning 1.8%[9], making Peter the largest individual Elders shareholder excluding institutional shareholders
	— AIRR Directors and key management (including Peter Law) will be subject to a 2 year voluntary escrow in respect of the Elders shares they receive as scrip consideration

1. The cash consideration payable will be reduced by the amount of any fully franked AIRR dividend which is permitted, up to $2.85 per share.
2. The number of Elders shares issued in respect of the scrip component of the consideration will be calculated based on the TERP of Elders shares prior to the date of this presentation ($6.03 per share). Theoretical ex-rights price ("TERP") includes shares issued under the Placement, Institutional Entitlement Offer and the Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ELD shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP.
3. The mix and match facility will allow each AIRR shareholder to elect to receive: (a) all of their consideration (reduced by the amount of any permitted AIRR fully franked dividend up to $2.85 per share) as cash; or (b) all of the consideration amount (reduced by the permitted dividend amount, if any) as Elders shares; or, if they make no election, they will receive the default consideration of $5.425 in cash (reduced by the permitted dividend amount, if any) and $5.425 in Elders shares. The mix and match facility is subject to a scale back mechanism such that the total cash consideration will be $79 million (less the aggregate amount of the permitted AIRR dividend, if any) and the total number of Elders shares issued as share consideration will be 13.0 million shares issued at $6.03 per share.
4. AIRR implied enterprise value based on FY19 and FY20 Jun-YE estimated average annual AIRR net debt of $30 million, being 12 months' actual management accounts to 30 June 2019 and 12 months' forecast to 30 June 2020.
5. Based on forecast EBIT for the 12 months to 30 September 2019.
6. Assumes ~$8 million of net synergies based on the mid-point of the estimated range of $6.6 - 9.3 million (refer to slide 19 for more information).
7. Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share; assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.
8. Please refer to page 20 for detailed sources and uses.
9. Peter Law's pro forma ownership calculated based on the default 50% cash and 50% scrip consideration mix.

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Executive summary

Financial impact	— Estimated net synergies from the AIRR Acquisition of $6.6 - 9.3 million per annum[1], to be gradually realised over the next two years — Including a full year contribution from AIRR[2], the Acquisition is expected to deliver low single digit EPS accretion adjustment on an FY19 pro forma basis before synergies and low double digit EPS accretion[3] post synergies[4] — Pro forma FY19F return on capital ("**ROC**") anticipated to be ~16% before synergies and ~17% post synergies[4] — Estimated pro forma FY19F average net debt / EBITDA[5] < 2.0x before synergies — Elders is targeting average net debt / EBITDA of 1.5 – 2.0x for FY20
Timing and conditions	— The AIRR Acquisition is subject to AIRR shareholder approval, approval of the Court, no material adverse change and ACCC approval as well as a number of other customary conditions — The AIRR Acquisition has been unanimously recommended by AIRR's Board of Directors in the absence of a superior proposal and the independent expert retained by AIRR confirming that the AIRR Acquisition is in the best interest of AIRR shareholders

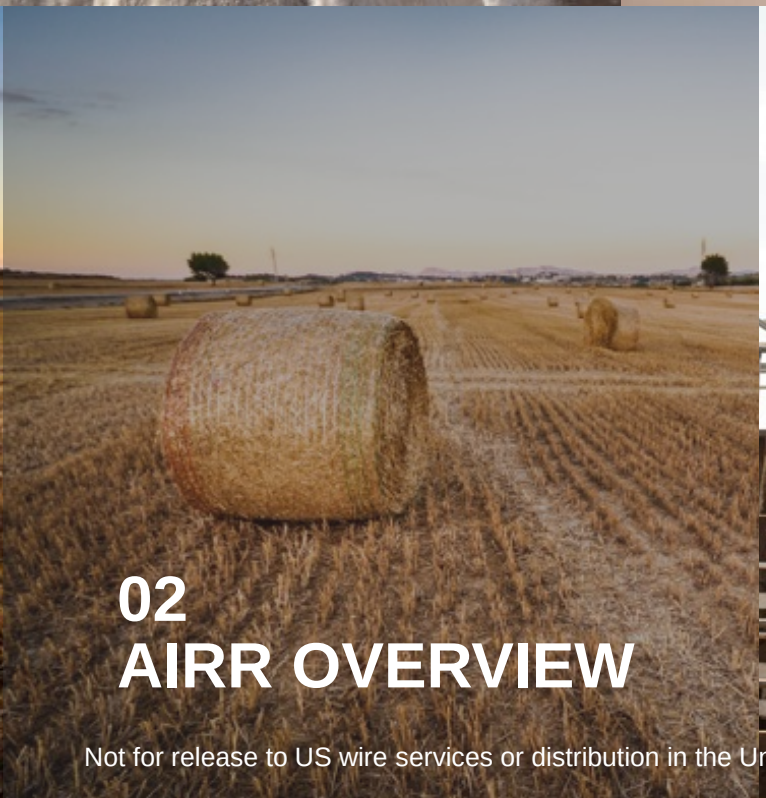
Trading update	— Elders reiterates previously provided FY19 guidance and remains confident to deliver (excluding any contribution from AIRR):
	  — Underlying EBIT in the range of $72 – 75 million
	  — Underlying NPAT in the range of $61 – 64 million
	— Improved results compared to last year in the third quarter:
	  — Retail margin up across all geographies, with additional acquisition earnings from Titan through backward integration
	  — Agency margin improved with benefit from sheep prices
	  — Financial services EBIT improvement

1. Further details on anticipated synergies set out on slide 19.
2. Based on AIRR forecast EBIT for the 12 months to 30 September 2019 and assuming the AIRR acquisition had come into effect from 1 October 2018, therefore, no pro forma corporate tax payable on this income by Elders due to the utilisation of accumulated tax losses.
3. Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share; assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.
4. Assumes ~$8 million of net synergies based on the mid-point of the estimated range of $6.6 - 9.3 million; excludes one-off implementation costs. (refer to slide 19 for more information).
5. EBITDA per Elders' FY19 forecast and AIRR forecast EBITDA for the 12 months to 30 September 2019 (excluding synergies); Estimated pro forma average FY19F net debt / EBITDA calculated based on estimated Elders standalone average net debt for FY19F of $216 million adjusted to reflect the $18 million reduction in Elders' net debt following the Equity Raising.

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02
AIRR OVERVIEW

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AIRR is a national wholesale platform with scale

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Overview

- Established in 2006
- Member based buying and marketing group for independent rural merchandise and pet and produce stores
- National wholesale business with network of eight warehouses
- 6,000 products (SKUs) from more than 650 suppliers
- 1,500 customers with 340+ member stores
- Acquired The Hunter River Company which has a portfolio of over 50 animal health product Australian Pesticides and Veterinary Medicines Authority ("APVMA") registrations

8 Warehouses and 5 retail locations

- Head Office
- Warehouses
- Retail stores



Member brands

- Mixed rural merchandise retailers
- Over 240 locations nationwide

- Pet, equine and small animal feed and healthcare retailers
- Over 100 locations nationwide

Product brands



Apparent [1]

- Private label range of agricultural chemicals



Independents Own

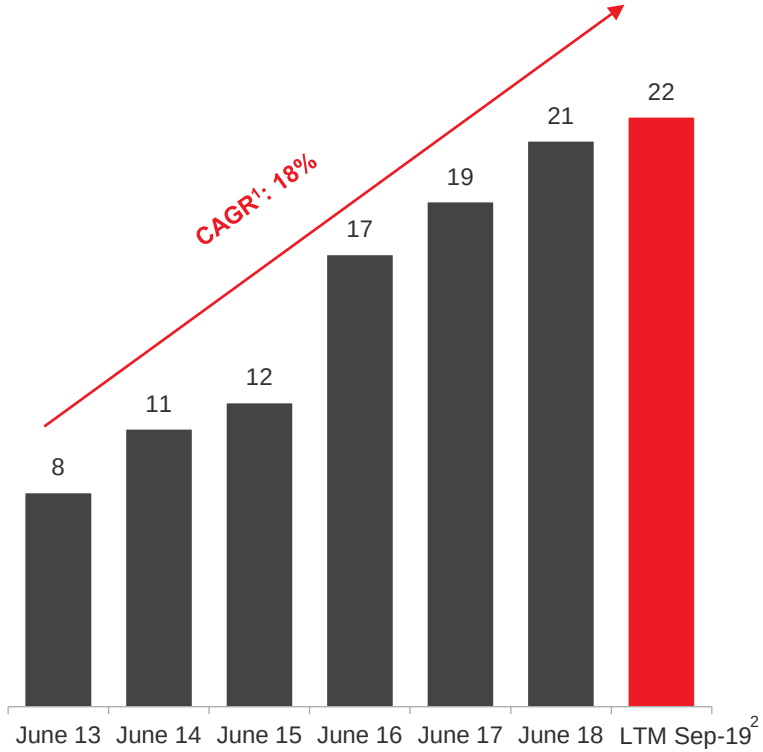
- Animal health, feed and general merchandise products

Source: AIRR company reports and presentations.
1. Apparent brand used under exclusive licence.

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Strong track record of quality growth and financial discipline

AIRR's EBITDA profile ($m)



Source: Company reports and presentations.
1. CAGR is defined as compound annual growth rate.
2. Based on AIRR forecast EBITDA for the 12 months to 30 September 2019.

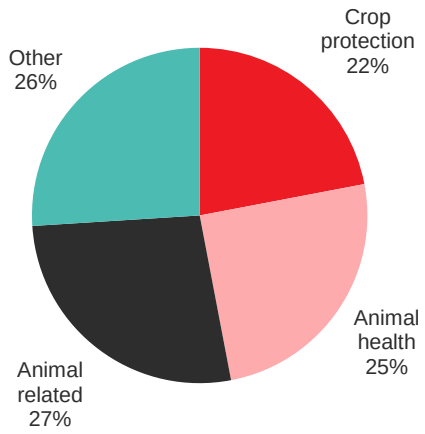
AIRR's growth strategy

- ✓ Grow AIRR and Tuckers member base
- ✓ Leverage buying, marketing and selling strengths to create sales and margin growth
- ✓ Expand AIRR warehouse footprint by creating further satellite warehouses
- ✓ Increase private label sales by growing Independents Own product range
- ✓ Expand range of exclusive products, improve bulk buys and distribution agreements
- ✓ Drive further alignment and partnership with key suppliers to capture market opportunities

Diversified by product, customer and geography

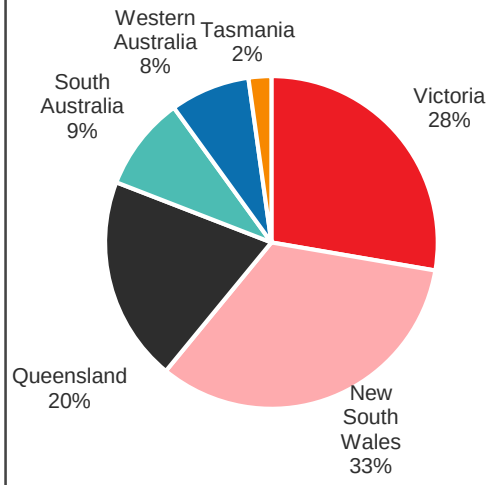
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FY18 sales by product category



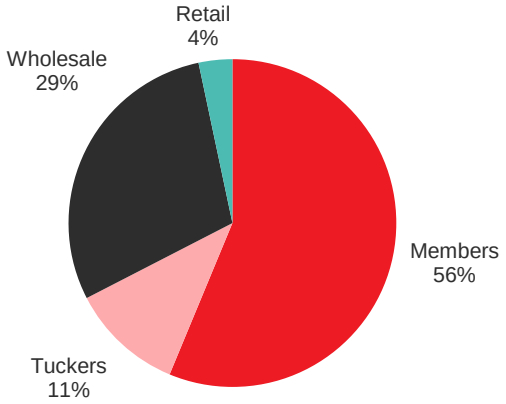
Product diversification decreases exposure to weather related cycles

FY18 revenue by geography



Geographic mix reflects national wholesale platform

FY18 revenue by customer type



Top 20 customers represent 22% of sales

Source: Company reports and presentations.











03 ACQUISITION RATIONALE

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Consistent with Elders' Corporate Acquisition Principles

✓ **Australian base and 100% ownership (under tax umbrella)**	— AIRR is an Australian business, with Elders seeking 100% ownership — Ability to utilise Elders' accumulated tax losses
✓ **Enhances business diversification**	— Provides new standalone business in rural wholesale market — Product, geographic and customer diversification with top 20 customers representing 22% of sales for FY18
✓ **Brings unique and scalable IP**	— Portfolio of APVMA registrations, particularly for animal health products, capturing higher margins — Reputable AIRR, Tuckers, Apparent[1] and Independents Owned brands to service independent retailers
✓ **Low integration risk**	— Light touch integration strategy — Elders intends to preserve the separation of AIRR management and operations post the Acquisition
✓ **Attractive asset price**	— Acquisition multiple of 8.8x FY19 EV / EBIT[2] pre synergies or 6.4x FY19 EV / EBIT[2] post synergies[3]
✓ **Pre synergies EPS accretive**	— Including a full year contribution from AIRR[2], the Acquisition is expected to deliver low single digit EPS accretion on an FY19 pro forma basis[4] before synergies and low double digit EPS accretion[4] post synergies[3]
✓ **Maintain ROC above 15%**	— Pro forma FY19F ROC anticipated to be ~16% before synergies and ~17% post synergies[3]

1. Apparent brand used under exclusive licence.
2. Based on forecast EBIT for the 12 months to 30 September 2019.
3. Assumes ~$8 million in net synergies based on the mid-point of the estimated range of $6.6 - 9.3 million (refer to slide 19 for more information).
4. Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share (excluding placement); assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.

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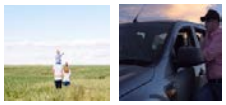
Compelling strategic rationale

✓ **Large scale wholesale business with a strong track record**	— Established, reputable and scaled wholesale business — Strong track record of growth with FY13 – FY19[1] EBITDA CAGR of 18% — Diversified earnings mix by product type — Diversified customer base with 1,500 customers
✓ **Substantial distribution and logistics coverage**	— Strategically leverage capacity of distribution centres and logistics coverage for Elders — Immediate short term benefits in improving Elders' supply chain — Provides solid pathway to adapt to changes in customer demands
✓ **Access to independent retailers**	— Access to independent retailers in strategic gap locations for Elders — New channel to grow and target fallout from industry consolidation activities
✓ **Intellectual property**	— Portfolio of APVMA registrations, particularly for animal health products, capturing higher margins — Reputable AIRR, Tuckers, Apparent[2] and Independents Owned brands to service independent retailers
✓ **Meaningful synergies**	— Potential to deliver net synergies of $6.6 - 9.3 million per annum over two years[3] — Improving margins with the ability to expand backward integration strategy, in particular animal health products — Light touch and low risk integration
✓ **Shareholder value creation**	— Additional growth avenues — Ability to utilise Elders' tax loss position — Stronger agribusiness with further diversified earnings — EPS accretive[4]

1. AIRR FY13 EBITDA based on 12 months to 30 June 2013. FY19 EBITDA based on forecast for the 12 months to 30 September 2019.
2. Apparent brand used under exclusive licence.
3. Further details on anticipated synergies set out on slide 19.
4. Before amortisation of identifiable intangibles; stated prior to applying the adjustment factor to take in account the bonus element of the Entitlement Offer consistent with AASB 133. Restating Elders standalone EPS based on this bonus element adjustment factor would increase Elders EPS accretion by 1.3% and 1.4% before and after midpoint synergies of ~$8m, respectively; bonus element is calculated to reflect discount to TERP (excluding Placement) and is based on Elders' last traded price at 12 July 2019 of A$6.13 per share and TERP of A$6.05 per share; assuming the mid-point of Elders NPAT guidance of A$61 million to A$64 million.

Disciplined diversified portfolio management

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Retail products	Wholesale products	Agency services	Real Estate services	Financial services	Digital and technical services	Feed and processing services
						
Farm supplies	Farm supplies	Livestock	Farmland	Agri-Finance	Fee for service	Killara Feedlot
Fertiliser	Pet supplies	Wool	Residential	Insurance	Auctions plus (50%)	Elders Fine Foods
		Grain	Property management		Elders Weather	
			Franchise			
$1.1bn retail sales[1]	$0.4b wholesale sales[1]	9.9m head sheep	$1bn farmland sales	$3.0bn loan book[2]	Auctions Plus: 694k head sheep; 78k head cattle	Killara: 56k head of cattle
716k tonnes fertiliser	340 member stores	1.5m head cattle	$710m residential sales	$1.6bn deposit book[2]		China: $11m sales
216 stores	+190 APVMA registrations[4]	371k wool bales	8,287 properties under management	$72m StockCo book[2]		
179 APVMA registrations		44k grain tonnes	128 franchisees	$690m gross written premium[2]	Elders Weather: 190m hits	
FY18 pro forma gross margin contribution						
38%	9%	30%	9%	10%	n/a[3]	4%

Post AIRR acquisition

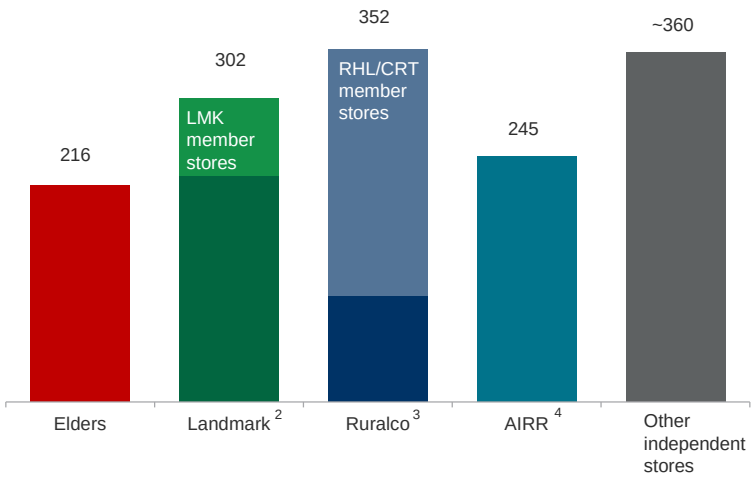
Based on FY18 pro forma full year statistics

1. Revenue statistics subject to application of AASB 15 Revenue from contracts with customers, specifically focused on whether certain income streams should be presented on a gross or net basis.
2. Principal positions are held by Rural Bank, StockCo and Elders Insurance (QBE subsidiary) respectively.
3. Existing agronomic activity presented within Retail margin, and Auctions Plus in Agency margin.
4. +50 APVMA registrations in the name of AIRR group entities and access to +140 registrations through sourcing arrangements.

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Wholesaling to independent retailers provides an attractive growth avenue for Elders

Number of rural services stores nationally[1]



AIRR's benefits to its independent retailer members

- ✓ **Increased retail margin** through better buying and promotions
- ✓ **Product rebates** for AIRR members paid in the same month of product purchase
- ✓ **Alignment to a strong and active buying group**
- ✓ **Preferred pricing** via national catalogues and conferences
- ✓ **Regular exclusive promotions**
- ✓ **Marketing support** including national catalogues, TV campaigns, co-branded merchandise, and personalized design service
- ✓ **One stop shop** with AIRR's national network of warehouses stocking 6,000 product lines from 650 suppliers
- ✓ **No minimum order** requirement allows customers to free up capital and increase retail margin

1. As of March 2019; does not include pet and produce stores.
2. Total of 302 Including 77 of Landmark independent member stores.
3. Total of 352 including 246 of RHL/CRT independent members stores.
4. Excludes Tuckers Pet & Produce members; includes 240 AIRR member locations and 5 AIRR stores.

Potential net synergies of $6.6 - 9.3[1] million over two years with low integration risk

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Estimated synergies

Product	▪ Opportunity to capture incremental margin from backward integration of animal health, crop protection and animal related products ▪ Access to wider product range for AIRR, such as fertiliser and supplier proprietary agency products
Operational	▪ Opportunities to increase efficiencies through scale, shared knowledge and best practice across operating business units ▪ Supply chain cost savings for Elders' network distribution and storage

Light touch integration

- Light touch integration with no changes to management, brands and operations
- Key management personnel retained, with Peter Law (AIRR MD) continuing to manage and focus on growth of the business
- AIRR Directors and key management (including Peter Law) will be subject to a 2 year voluntary escrow in respect of the Elders shares they receive as scrip consideration
- Monthly and quarterly review processes to be established to align safety, financial and operational disciplines`
- Key integration priorities
  - Health and safety focus
  - Best practice operations and knowledge transfer
  - Align systems and processes
  - Realise synergy benefits

1. Excludes one-off implementation costs.

Acquisition sources and uses

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Sources	A$m
Scrip funding[1]	79
Placement and Entitlement Offer	137
Total	216

Uses	A$m
Acquisition of 100% of the shares in AIRR	157
Repayment of estimated AIRR net debt	30
Repayment of Elders' debt	18
Transaction costs	10
Total	216

- Pro forma for the Transaction, Elders expects average FY19F net debt / EBITDA[2] <2.0x, and is targeting average net debt / EBITDA of 1.5 – 2.0x for FY20
- Targeting a conservative leverage to provide scope for bolt-on acquisition growth strategy
- The Acquisition is subject to retained conditions (see further information on page 38) as well as the approval of AIRR shareholders and the Federal Court of Australia. If the Acquisition does not complete, Elders may seek to return surplus funds to shareholders, after considering appropriate capital management options, capital requirements and organic and inorganic opportunities

1. The number of Elders shares issued in respect of the scrip component of the consideration has been calculated based on the TERP ($6.03 per share). Total of 13m shares will be issued to AIRR shareholders.
2. EBITDA per Elders' FY19 forecast and AIRR forecast EBITDA for the 12 months to 30 September 2019 (excluding synergies); Estimated pro forma average FY19F net debt / EBITDA calculated based on estimated Elders standalone average net debt for FY19F of $216 million adjusted to reflect the $18 million reduction in Elders' net debt following the Equity Raising.











04
EQUITY RAISING OVERVIEW

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Overview of the Equity Raising

Acquisition funding	— Elders is funding the purchase price for the AIRR Acquisition, transaction costs and repayment of debt[1] through:
	  — $137 million Equity Raising launched today and fully underwritten by Macquarie Capital (Australia) Limited[2]
	  — $79 million of new Elders shares issued to AIRR shareholders as scrip consideration[3]
	— Pro forma for the AIRR Acquisition and the Equity Raising, AIRR shareholders will own 8.4% of Elders' shares in total with Peter Law owning ~1.8%[4], making Peter the largest individual Elders shareholder excluding institutional shareholders

Offer structure	— Approximately A$137 million fully underwritten Equity Raising including:
	  — A$40 million Placement
	  — A$97 million 1-for-6.70 accelerated pro-rata non-renounceable entitlement offer
	— Approximately 24.7 million new ordinary shares ("**New Shares**") representing 21% of existing shares on issue

Offer Price	— All shares under the Placement and Entitlement Offer will be issued at A$5.55 per New Share ("**Offer Price**"), representing:
	  — 7.9% discount to TERP[5]
	  — 9.5% discount to last close of A$6.13 as at 12 July 2019

Placement and Institutional Entitlement Offer	— Placement and Institutional Entitlement Offer to be conducted by way of a bookbuild process that will open at 10.00am on Monday, 15 July 2019 and close on Tuesday, 16 July 2019
Retail Entitlement Offer[6]	— The Retail Entitlement Offer will open at 10:00am on Monday, 22 July 2019 and close at 5:00pm on Monday, 5 August 2019 — Under the Retail Entitlement Offer, Eligible Retail Shareholders that take up their full Entitlement may also apply for additional New Shares in excess of their Entitlement, up to a maximum of 50% of their Entitlement at the offer Price ("**Additional Shares"**).
Director commitments	— The Elders Directors who are eligible have each confirmed their intention to participate in the Entitlement Offer
Underwriting	— The Equity Raising is fully underwritten by Macquarie Capital (Australia) Limited
Ranking	— All New Shares issued under the Offer will rank pari passu with existing shares on issue
Record date	— Wednesday, 17 July 2019

1. Please refer to page 20 for detailed sources and uses.
2. The $137m Equity Raising will also be used for repayment of debt and transaction costs. Please refer to page 20 for detailed sources and uses table.
3. The number of Elders shares issued in respect of the scrip component of the consideration has been calculated based on the TERP ($6.03 per share). Total of 13m shares will be issued to AIRR shareholders.
4. Peter Law's pro forma ownership calculated based on the default 50% cash and 50% scrip consideration mix.
5. Theoretical ex-rights price ("TERP") includes shares issued under the Placement, Institutional Entitlement Offer and the Retail Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ELD shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP.
6. Elders may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

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Equity Raising timetable

Event	Date
Trading halt and announcement of Acquisition and Equity Raising, Placement and Institutional Entitlement Offer opens	Monday, 15 July 2019
Placement closes	Tuesday, 16 July 2019
Institutional Entitlement Offer closes	Tuesday, 16 July 2019
Trading halt lifted – shares recommence trading on ASX on an “ex-entitlement” basis	Wednesday, 17 July 2019
Record Date for determining entitlement to subscribe for New Shares (7pm Sydney time)	Wednesday, 17 July 2019
Retail Entitlement Offer Booklet despatched and Retail Entitlement Offer opens	Monday, 22 July 2019
Settlement of Placement and Institutional Entitlement Offer	Tuesday, 23 July 2019
Allotment and normal trading of New Shares under the Placement and Institutional Entitlement Offer	Wednesday, 24 July 2019
Retail Entitlement Offer closes	Monday, 5 August 2019
Settlement of Retail Entitlement Offer	Friday, 9 August 2019
Allotment of New Shares under the Retail Entitlement Offer	Monday, 12 August 2019
Normal Trading of New Shares under the Retail Entitlement Offer	Tuesday, 13 August 2019
Despatch of holding statements	Wednesday, 14 August 2019

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All dates other than 15 July 2019 are indicative and may change without prior notice, subject to the ASX listing rules.







APPENDIX A PRO FORMA BALANCE SHEET

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Pro forma balance sheet

A$m	AIRR *December-18*[1]	Elders *March-19*[2]	Equity Raise	AIRR eliminations[3]	Acquisition adjustments[3]	Proforma combined
Cash and cash equivalents	-	2				2
Trade and other receivables	52	436				488
Inventories and Livestock	54	224				278
Property, plant and equipment	2	27				29
Intangibles	13	136		(13)	114[4]	250
Other assets	1	135				136
TOTAL ASSETS	122	960		(13)	114	1,183
Trade and other payables	26	386				412
Borrowings	38	207	(137)		89	197
Other liabilities	3	41				44
TOTAL LIABILITIES	67	634	(137)	-	89	653
NET ASSETS	56	326	137	(13)	25	531
Issued capital	13	1,427	137[5]	(13)	78	1,642
Retained earnings	43	(1,101)		(43)	(10)	(1,111)
NCI	-	-				-
TOTAL EQUITY	56	326	137	(56)	68	531

1. Per AIRR's December 2018 Half Yearly accounts which were subject to a review opinion under AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.
2. Per Elders' March 2019 Half Yearly accounts which were subject to a review opinion under AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.
3. The pro forma adjustments to reflect the estimated financial effect of the business combination are illustrative only. Australian Accounting Standards requires an allocation of fair value of assets and liabilities acquired. Elders will undertake a formal allocation of its acquisition subsequent to the date when the transaction completes. Accordingly, that allocation may give rise to material differences in values allocated to the balance sheet line items shown and may also give rise to fair value being allocated to other balance sheet items.
4. The purchase price accounting for the acquisition has been shown on an illustrative basis by allocating to intangibles the difference between the purchase consideration and the carrying value of AIRR's assets and liabilities at 31 December 2018.
5. Indicative equity raise, on basis of September 2019 transaction completion date. Actual net debt drawn on acquisition and amount of equity raise will vary based on timing of completion and working capital position at time of completion.

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APPENDIX B
KEY RISKS

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Key risks

INTRODUCTION

This section discusses some of the key risks associated with an investment in New Shares in Elders. These risks may affect the future operating and financial performance of Elders and the value of Elders shares.

The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in Elders.

Before investing in Elders, you should consider whether this investment is suitable for you. Potential investors should carefully review publicly available information on Elders (such as that available on the websites of Elders and ASX), carefully consider their personal circumstances (including the ability to lose all or a portion of their investment) and consult their professional advisers before making an investment decision. Additional risks and uncertainties that Elders is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect Elders' operating and financial performance.

Nothing in this Presentation is financial product or tax advice and this document has been prepared without taking into account your investment objectives or personal circumstances. Elders is not licensed to provide financial product advice in relation to Elders shares or any other financial product.

You should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of Elders, its directors and management. Further, you should note that this section focuses on the key risks and does not purport to list every risk that Elders may have now or in the future. It is also important to note that there can be no guarantee that Elders will achieve its stated objectives or that any forward looking statements, expectations, illustrations or forecasts contained in this Presentation will be realised or otherwise eventuate. All potential investors should satisfy themselves that they have a sufficient understanding of these matters, including the risks described in this section, and have regard to their own investment objectives, financial circumstances and taxation position.

Cooling off rights do not apply to the acquisition of New Shares under the Equity Raising.

Acquisition specific risks

Key person risk	The successful operation of AIRR's business relies on its ability to retain experienced and high-performing key management and operating personnel with the company. AIRR as a subsidiary of Elders may not successfully retain existing, and / or attract new, key management personnel. The unexpected loss of any key members of management or operating personnel may prevent or delay completion of the Acquisition and / or may have a material adverse effect on the financial performance of AIRR and Elders after completion of the Acquisition.
Acquisition risk	Elders and its advisers have undertaken financial, operational, legal, tax and other analyses in respect of AIRR in order to determine its attractiveness to Elders and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by Elders and its advisers, draws conclusions and forecasts which are inaccurate or which are not realised in due course (whether because of flawed methodology, misinterpretation of economic or other circumstances or otherwise). To the extent that the actual results achieved by AIRR are weaker than those indicated by Elders' analysis, there is a risk that there may be an adverse impact on the financial position and performance of Elders.

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Key risks (continued)

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Acquisition specific risks (continued)

Assumed liabilities	Following the Acquisition, Elders will be required to account for any outstanding liabilities that AIRR has incurred in the past, including liabilities which were not identified during its due diligence or which are greater than expected, for which insurance may not be available, and for which Elders may not have post-completion recourse under the Scheme Implementation Deed and may include fines, penalties or other sanctions. These could include liabilities relating to faulty products, environmental claims, breaches or contamination, current or future litigation, failure by AIRR or a subsidiary to hold required regulatory approvals, authorisations or licences, regulatory actions (including without limitation in relation to any such failure), health and safety claims, warranty or performance claims and other liabilities. Such liabilities may adversely affect the financial performance or position of AIRR post-acquisition and even put at risk the group's capacity to carry on its business, either at all or from one or more of the geographic sites from which the group currently operates, which may be more costly than expected to remedy. There is also a risk that potential liabilities were not uncovered as part of Elders' due diligence review or that such liabilities may be larger or have more serious consequences than Elders anticipated and Elders may be required to account for these liabilities, which may materialise and have an adverse impact on its financial position, financial performance and its share price.
Completion risk	Completion of the Acquisition is conditional on various conditions including AIRR shareholder, ACCC and Court approval. If these conditions are not satisfied or waived or take longer than anticipated to satisfy, completion of the Acquisition may be deferred or delayed, or may not occur on the current terms or at all. There can be no guarantee that Elders will obtain necessary approvals to complete the Acquisition within any particular timeframe, or at all, or that such approval will be granted on terms that are acceptable to Elders or on an unconditional basis. This could prevent or delay completion of the Acquisition and/or may have a material adverse effect on the financial performance of Elders post completion of the Acquisition. If the Acquisition is not completed as a result of a failure to satisfy conditions (or otherwise), Elders will need to consider alternative uses for the proceeds from the Equity Raising including returning or distributing them to shareholders. If completion of the Acquisition is delayed, Elders may incur additional costs and it may take longer than anticipated for Elders to realise the benefits of the Acquisition (including the anticipated synergy benefits). Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital raised under the Offer to investors may have a material adverse effect on Elders' financial performance, financial position and the price of Elders' ordinary shares.
Wholesale market	The Acquisition will result in the Elders group entering the wholesale market which differs from Elders' retail model. There is a risk that differences in this business model will affect the future performance and financial position of Elders.

Key risks (continued)

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Acquisition specific risks (continued)

Integration risk	There are potential integration risks for the Acquisition, including potential delays and costs in implementing necessary changes, and difficulties in integrating various operations. The success of the Acquisition and, in particular, the ability to realise the expected synergy benefits of the Acquisition outlined in this presentation, will be dependent on the effective and timely integration of AIRR's business alongside Elders' business following implementation of the Acquisition. While Elders has undertaken analysis in relation to the synergy benefits of the Acquisition, these benefits are Elders' estimate only, and there is a risk that the actual synergies able to be realised as part of the Acquisition may be less than expected or delayed, or that the expected synergy benefits of the Acquisition may not materialise at all, or may cost more to achieve than originally expected. A proportion of AIRR's business also relies on customer and supplier arrangements (see the 'suppliers and joint ventures' risk in the Business Risks section below). If, following implementation of the Acquisition, a counterparty to a contract with AIRR, such as a member, customer, supplier, APVMA consultant or holder of intellectual property associated with APVMA registrations (any of the Vetpharm or Myles Stewart-Hesketh entities), terminates an arrangement or understanding with AIRR or fails to fulfil its obligations under such an arrangement or understanding, Elders may choose to or may be forced to lose the benefit of the arrangement or understanding and may not be able to obtain similarly favourable terms upon entry into replacement arrangements (if at all). This could have an adverse effect on Elders' financial performance and cash flows.
Due diligence risk	Elders undertook a due diligence process in respect of AIRR, which relied in part on the review of financial and other information provided by AIRR. While Elders considers the due diligence process undertaken to be appropriate, Elders is not able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. Similarly, Elders has prepared (and made assumptions in the preparation of) the financial information included in this Presentation relating to AIRR on a stand-alone basis and also relating to Elders post-acquisition in reliance on limited financial information and other information provided by AIRR. Some of this information was unaudited. Elders is unable to verify the accuracy or completeness of any of the information provided by or about AIRR. If any of the data or information provided to and relied upon by Elders in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Elders may be materially different to the financial position and performance expected by Elders and reflected in this Presentation Investors should also note that there is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which might also have a material impact on Elders (for example, Elders may later discover liabilities or defects which were not identified through due diligence or for which there is no protection or recourse for Elders). This might adversely affect the operations, financial performance or position of Elders. Further, the information reviewed by Elders includes forward-looking information. While Elders has been able to review some of the foundations for the forward-looking information relating to AIRR, forward-looking information is inherently unreliable and based on assumptions that may change in the future.

Key risks (continued)

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Acquisition specific risks (continued)

Acquisition accounting	Following completion of the Acquisition, Elders will undertake a formal fair value assessment of all of the assets, liabilities and contingent liabilities of AIRR. The pro forma adjustments to reflect the estimated financial effect of the accounting for the business combination in this presentation are illustrative only. Australian Accounting Standards require an allocation of fair value of assets and liabilities acquired. The inclusion of AIRR reflects provisional amounts for the assets and liabilities acquired based on historic costs other than goodwill. Post Acquisition, a purchase price allocation exercise will be undertaken which may identify amortisable intangibles and impact future depreciation and amortisation charges. Additionally, the allocation exercise may give rise to material differences in values allocated to the pro forma balance sheet line items in slide 25.
Future earnings	Elders has undertaken financial and business analysis of AIRR in order to determine its attractiveness to Elders and whether to pursue the Acquisition. To the extent that the actual results achieved by AIRR are weaker than those anticipated, or any unforeseen difficulties emerge in integrating the operations of Elders, there is a risk that the profitability and future earnings of the operations of Elders may differ (including in a materially adverse way) from the pro forma performance as reflected in this Presentation.
Achievement of synergies	There is a risk that the realisation of synergies or benefits described in this Presentation may not be achieved in a timely manner, at all or to the extent envisaged, or that the costs associated with achieving them may be higher than anticipated. Potential issues and complications influencing the achievement of targeted benefits include experiencing lower than expected cost savings, experiencing lower than expected productivity improvements, experiencing lower than expected increase in product volumes, unanticipated losses of key employees, and changes in market conditions.
Change of control	The Acquisition will result in a change of control of AIRR. There are a number of contractual arrangements with counterparties which are the subject to review, consent or termination rights on change of control. There is no guarantee that counterparties will not exercise their rights or negotiate reasonably with Elders in relation to these change of control events. This could have materially adverse consequences for Elders. If such rights are exercised by counterparties, Elders may incur costs, or loss of revenue, which could be material.

Key risks (continued)

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Equity raising risks

Equity underwriting risk	Elders has entered into an underwriting agreement under which the Underwriter has agreed to fully underwrite the Equity Raising, subject to the terms and conditions of the underwriting agreement. Prior to settlement of the Retail Entitlement Offer, there are certain events which, if they were to occur, may affect the Underwriter's obligation to underwrite the Entitlement Offer. If certain conditions are not satisfied or certain events occur under the underwriting agreement, the Underwriter may terminate the agreement which may require Elders to search for alternative financing. The ability of the Underwriter to terminate the underwriting agreement in respect of some events (including breach of the underwriting agreement by Elders, market disruption or regulatory action) will depend (amongst other things) on whether the event has or is likely to have a material adverse effect on the success, settlement or marketing of the Equity Raising, or could reasonably be expected to give rise to a contravention by, or liability for, the Underwriter under applicable law. If the underwriting agreement is terminated for any reason, then Elders may not receive the full amount of the proceeds expected under the Equity Raising, its financial position might change and it might need to take other steps to raise capital or to fund the acquisition.
Risk of not taking up Entitlement Offer	If you do not participate in the Entitlement Offer, or do not take up all of your entitlements to acquire New Shares under the Entitlement Offer, your percentage shareholding in Elders will be diluted by not participating to the full extent in the Entitlement Offer. Even if you take up your full entitlement, your percentage shareholding in Elders may be diluted as a result of the Placement. Investors should also note that as part of the consideration for the acquisition of AIRR approximately 8.4% of the issued capital of the combined entity will be issued to AIRR shareholders. Investors may also have their investment diluted by future equity capital raisings by Elders. Elders may issue new shares to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest. Elders is only likely to raise equity if it believes that the benefit to investors of conducting the equity raising is greater than the short term detriment caused by the potential dilution associated with the equity raising.

Key risks (continued)

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Risks related to an investment in Elders (business risks)

Health and safety	Safety risks are inherent in Elders' business activities including livestock handling, remote driving, manual handling and chemical handling. A health and safety incident may lead to a serious injury or death, which may result in reputational damage and adversely affect Elders' ability to operate, with consequential effects to Elders' financial performance and position.
Biosecurity	Biosecurity threats to agricultural products and livestock may affect Elders' business. An outbreak of a systemic animal or plant disease can lead to quarantine conditions (including the restriction on movement of cattle in rural Australia) and reduce producers' need for goods and services or affect their ability to operate.
Food safety	In its Feed and Processing operations, Elders handles livestock and red meat within the food chain prior to and during processing in which risk of contamination exists. Such contamination could cause financial and reputational damage to Elders.
Animal welfare	Elders' faces reputational damage if Elders fails to ensure the wellbeing and proper treatment of all animals within its control. Elders also faces government regulation in regards to animal welfare, and may face fines or prosecution if these regulations are not adhered to.
Commodity prices	Elders has exposure to commodity fluctuations in its Agency, Retail and Feed and Processing operations where movements in commodity prices, exchange rates and/or a change in the volume of Australian rural production could affect margins. Elders' performance is impacted by livestock, wool, grain, feed, farm supplies and fertiliser prices, which are determined by global supply and demand.
Climate	Adverse climatic conditions and other natural events may reduce the output of relevant agricultural products and affect the operation of Elders' business. Natural events, caused or affected by weather, such as frost, drought, flood and fire can have an impact. Such conditions can influence the supply of and demand for rural products and services provided by Elders, resulting in varied revenue levels.
Livestock export	Elders supplies sheep and cattle to livestock exporters. Demand from livestock exporters may be adversely affected by the imposition of tariffs or free trade agreements, export or import bans or embargos which may adversely impact on the financial performance of Elders.

Key risks (continued)

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Risks related to an investment in Elders (continued business risks)

Counterparty	Elders provides credit to many counterparties, both domestically and internationally, and may be exposed to losses associated with a client's inability to repay debt.
Seasonal business	Elders operates across multiple geographies with varying and uncertain weather conditions. Demand and supply for many of Elders' products is dependent on weather conditions, and there is a risk that a change in the timing of seasonal changes may adversely affect demand or supply.
Competition	Elders' operates in a number of highly competitive industries across its business groups, with several established competitors placing pressure on Elders which might impact Elders' ability to retain existing customers or attract new customers, adversely effecting Elders' financial performance, business outlook and Elders' share price. Currently Elders does not have an online retail business, and risks losing some market share to any competitor who becomes more advanced online. Government subsidies given to foreign rural producers may adversely affect the competitive position of Australian rural outputs in both domestic and international markets.
Business operating risks	In the performance of its business, Elders might be subject to conditions beyond Elders' control that can reduce sales of its services or increase costs of both current and future operations. These conditions include, but are not limited to, changes in legislative requirements, abnormal or severe weather or climatic conditions, natural disasters, unexpected maintenance or technical problems, new technology failures and industrial disruption. An inability to secure ongoing supply of such goods and services at prices assumed within targets could potentially impact the results of Elders' operations.
Transaction risk	Elders' strategy includes pursuing acquisitions and disposals. There is a risk that these may not always create value for shareholders or that acquisition targets will not be available on commercially reasonable terms. Also, shareholders' interests may be diluted and shareholders may experience a loss in value of their equity if Elders issues shares as consideration for acquisitions or if Elders funds acquisitions through raising equity capital by placing shares with new investors.
Eight point plan	Failure to successfully execute Elders' Eight Point Plan and other operational initiatives might have a material adverse effect on Elders' future financial performance and position, including Elders' ability to achieve its performance targets.
Information technology	Failure to manage Elders' IT infrastructure, systems and security (including cyber threats) and ensure Elders' IT environment is able to support its business could potentially affect Elders' ability to deliver services and adversely impact Elders' financial position and performance.
Insurance	Elders maintains insurance coverage in respect of its businesses, properties and assets. Some risks are not able to be insured at acceptable prices or at all. Insurance coverage may not be sufficient in such circumstances and if there is an event or claim causing loss, not all losses may be recoverable.

Key risks (continued)

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Risks related to an investment in Elders (continued business risks)

Agency and customer relationships	A key driver of Elders' business is customer loyalty. Elders' businesses rely on a number of business relationships and contracted revenue with clients. If these clients amend or terminate the relationship in significant numbers, this may have a material adverse affect on the financial performance or financial position of Elders. Failure to maintain key client relationships could negatively impact Elders' future revenue and profitability.
Risk of litigation, claims and disputes	Elders is exposed to potential legal and other claims or disputes in the course of its businesses, including supply of defective product, contractual disputes, property damage and personal liability claims, as well as governmental enquiries and investigations with respect to its operations.
Licences and authorisations	Many of Elders' activities are regulated and require licences or authorisations to operate (for example real estate and stock and station agent licences). Withdrawal of any such licence or authorisation would have an potentially material adverse impact on revenue and profit derived from the activity subject to that licence or authorisation.
Suppliers and Joint Ventures	Elders has a number of suppliers and is involved in a number of Joint Ventures (JV). If a contract counterparty, such as a major supplier or JV partner, terminates an agreement or fails to fulfil its obligations under an agreement, Elders may choose to or may be forced to lose the benefit of the agreement and may not be able to obtain similarly favourable terms upon entry into replacement agreements (if at all). This could have an adverse effect on Elders' financial performance and cash flows.
Loss of key personnel	Elders' operations are dependent upon the continued performance, efforts, abilities and expertise of its key management personnel. The loss of services of such personnel could have a potentially material adverse effect on the operations of Elders as Elders may not be able to recruit suitable replacements for key personnel within a short timeframe for a comparable cost.
Foreign currency risk	Elders is exposed to movements in the exchange rates of a number of currencies, mainly the AUD/USD rate. These are primarily generated from the purchase and sale contracts written in foreign currency, receivables and payables denominated in foreign currencies, commodity cash prices that are partially determined by movements in exchange rates and costs of sale such as transportation and commission denominated in foreign currency. Adverse movements in exchange rates relative to the Australian dollar may adversely affect Elders' financial position and performance. Furthermore, as Elders expands globally, it will be exposed to additional currencies and a higher proportion of its net sales, profitability, cash flows and financial position will be affected by exchange rate movements.
Bribery and fraud risk	Elders is exposed to fraud, bribery and corruption risks, including in foreign markets in which it operates. Elders' financial performance or position could be potentially material adversely affected as a result of fraud, bribery or corruption.
Dividend risk	There is a risk Elders' may cease to be able to continue to pay dividends consistent with prior periods or at all. Following the Equity Raising, Elders will have additional shares on issue which may increase the total dividend payable for which there may not be a corresponding increase in earnings if the Acquisition is delayed, does not complete, or does not perform to Elders' expectations.

Key risks (continued)

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General

Equity investment risk	There are general risks associated with investments in equity capital such as Elders shares. The trading price of shares in Elders may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the price at which Elders shares are proposed to be issued under the Equity Raising (Offer Price). Generally applicable factors which may affect the market price of shares include: • general movements in Australian and international stock markets; • investor sentiment; • Australian and international economic conditions and outlook; • changes in interest rates and the rate of inflation; • changes in government regulation and policies; • announcement of new technologies; • geo-political instability, including international hostilities and acts of terrorism; • demand for and supply of Elders shares; • operating results of Elders that may vary from expectations of securities analysts and investors; • changes in market valuations of other media companies; and • future issues of Elders shares. In particular, the share prices for many companies, including Elders, have in recent times been subject to wide fluctuations, which in many cases may reflect a diverse range of non-company specific influences referred to above, such as the general state of the economy, investor uncertainty, political instability and global hostilities and tensions. Such fluctuations may materially adversely impact the market price of shares in Elders. No assurances can be given that the New Shares will trade at or above the Offer Price. None of Elders, its Board, the Lead Manager, or any other person guarantees the market performance of the New Shares.
General economic conditions	Any deterioration in the domestic and global economy may have a material adverse effect on the performance of Elders' businesses and Elders' share price. It is possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks, may manifest themselves in ways that are not currently foreseeable. The equity markets have in the past and may in the future be subject to significant volatility.

Key risks (continued)

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General (continued)

ASX listing	ASX imposes various listing obligations on Elders which must be complied with on an ongoing basis. Whilst Elders must comply with its listing obligations, there can be no assurance that the requirements necessary to maintain the listing of the New Shares will continue to be met or will remain unchanged.
Taxation	Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect the taxation treatment of an investment in Elders shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which Elders operates, may impact the future tax assets or liabilities of Elders. In addition, any change in tax rules and tax arrangements could have an adverse effect on the level of dividend franking and shareholder returns. An investment in shares involves tax considerations that differ for each investor. Investors are encouraged to seek professional tax advice in connection with any investment in Elders.
Changes in accounting standards	Changes in accounting or financial reporting standards may adversely impact the financial performance reported by Elders.
Government and regulatory factors	Changes in government legislation and policy in those jurisdictions in which Elders operates, in particular changes to taxation, workplace health and safety, chain of responsibility, intellectual property, customs, tariffs, property, environmental, franchising and competition laws, may affect the future earnings, asset values and the relative attractiveness of investing in Elders shares. Further, Elders operates in foreign jurisdictions where business may be affected by changes implemented by foreign governments.
Repayment risk	Elders utilises debt to partially fund its business operations and may need to access additional debt financing to grow its operations. If Elders is unable to refinance, repay or renew its debt facilities or otherwise obtain debt finance on favourable terms, Elders may not meet its growth targets, which may adversely impact its financial performance.
Other external factors	Other external factors which may impact on Elders' performance include changes or disruptions to political, regulatory, legal or economic conditions or to the national or international financial markets including as a result of terrorist attacks or war or insurrection.







APPENDIX C SUMMARY OF SID TERMS

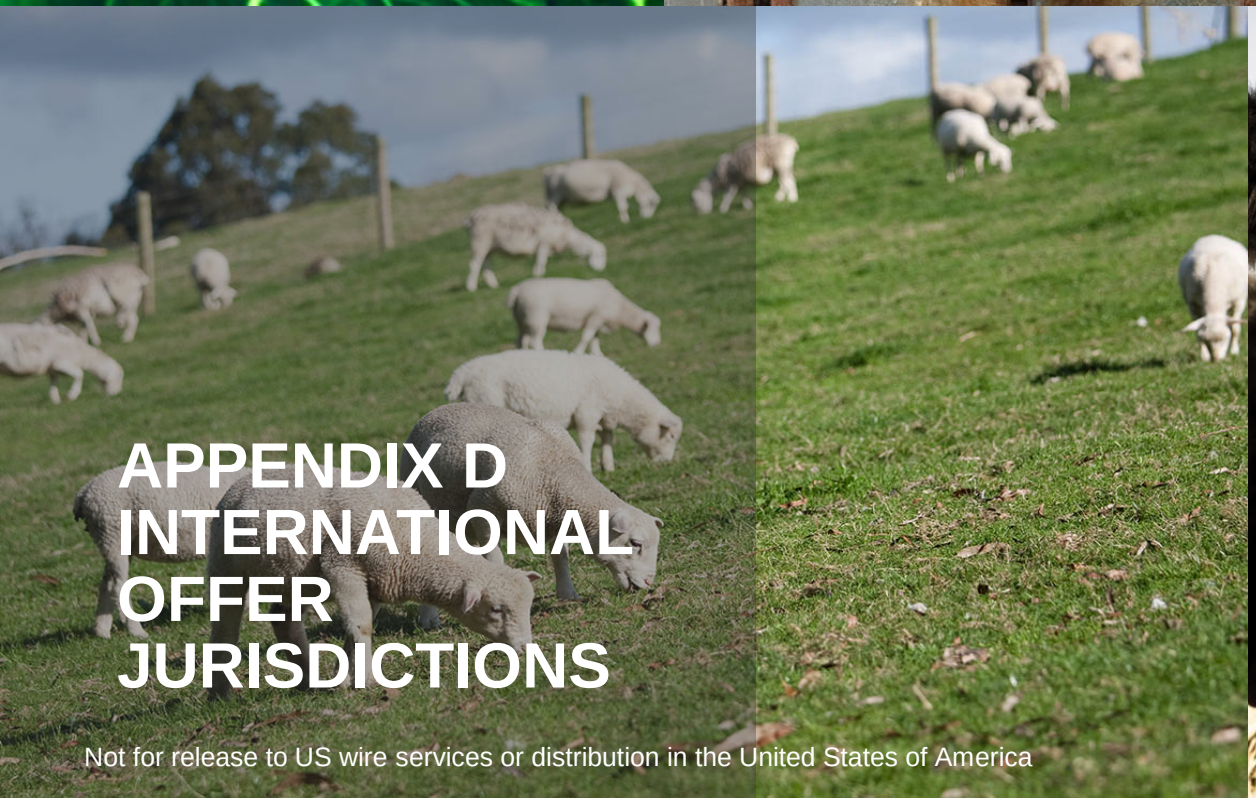
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Summary of SID terms

Overview	— On 15 July 2019, Elders and AIRR entered into a scheme implementation deed that governs the terms upon which the parties propose that AIRR propound and implement a Scheme of Arrangement ("**Scheme**") between AIRR and its shareholders (the "**SID**")
Prior to listing conditions	— Implementation of the Scheme is subject to a number of conditions including without limitation the following: — receiving ACCC approval on or before 31 December 2019 (or other agreed date) — confirmation has been issued with respect to the Placement and the Institutional Entitlement Offer by 7.00pm on 18 July 2019 and not later than 10 business days after 15 July 2019, Elders receives in cleared funds not less than $105 million by way of applications for New Shares under the Equity Raising and issues New Shares raising not less than that amount — approval of the Scheme by AIRR shareholders by Shareholders and the Court — there being no "material adverse change" before implementation of the *S*cheme — the independent expert retained by AIRR confirming that the scheme is in the best interest of AIRR shareholders — AIRR directors making and maintaining an unanimous recommendation in the absence of a Superior Proposal and subject to the independent expert's favourable opinion
Recommendation	— AIRR will use reasonable endeavours to ensure that its Directors recommend that AIRR shareholders vote in favour of the Scheme and undertake, to the extent permitted, to vote the shares they control in favour of the Scheme (subject to there being no "superior proposal") and the independent expert report concluding that the Scheme is in best interest of AIRR shareholders.
Exclusivity	— AIRR is subject to the following restrictions: — No existing discussions — No shop — No talk — No due diligence — Notification of competing proposal and matching right — AIRR has the benefit of a fiduciary carve out to the no talk and no due diligence restriction in the case of certain competing proposals
Break fee	— If a competing proposal succeeds, an AIRR Director changes their recommendation or a material adverse change / prescribed occurrence takes place, then AIRR is obligated under the SID to pay a break fee of approximately $1.6m to Elders (1% of equity value) — Elders must pay the same break fee to AIRR if Elders does not pay the Scheme Consideration
Termination rights	— Either AIRR or Elders may terminate the SID in certain cases including if the independent expert report concludes that the Scheme is not in the best interest of AIRR shareholders, ACCC approval is not obtained, the Scheme resolution is not passed by the requisite AIRR shareholder majorities, the Federal Court of Australia refuses to make any order to approve the Scheme, the other party materially breaches the SID, or the scheme does not take effect on or before 31 December 2019.

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APPENDIX D INTERNATIONAL OFFER JURISDICTIONS

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International offer restrictions

This document does not constitute an offer of New Shares of Elders in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

Elders as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Elders or its directors or officers. All or a substantial portion of the assets of Elders and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against Elders or such persons in Canada or to enforce a judgment obtained in Canadian courts against Elders or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Elders if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Elders. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Elders, provided that (a) Elders will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, Elders is not liable for all or any portion of the damages that Elders proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

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International offer restrictions

European Economic Area - Belgium and Germany

This document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

•to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, "MiFID II") and the MiFID II Delegated Regulation (EU) 2017/565;

•to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;

•to any person or entity who has requested to be treated as a professional client in accordance with MiFID II; or

•to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a non-professional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the "Prospectus Regulations"). The New Shares have not

been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(l) of the Prospectus Regulations.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Elders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

•is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

•meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;

•is large within the meaning of clause 39 of Schedule 1 of the FMC Act;

•is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

•is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Not for release to US wire services or distribution in the United States of America

International offer restrictions

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Elders's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the New Shares (i) constitutes a prospectus or a similar notice as such terms are understood under art. 652a, art. 752 or art. 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of art. 27 *et seqq*. of the SIX Listing Rules or (ii) has been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations. This document is personal to the recipient and not for general circulation in Switzerland.

United Arab Emirates

Neither this document nor the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has Elders received authorisation or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the New Shares within the United Arab Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the New Shares, including the receipt of applications and/or the allotment or redemption of New Shares, may be rendered within the United Arab Emirates by Elders.

No offer or invitation to subscribe for New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Elders.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Not for release to US wire services or distribution in the United States of America



Not for release to US wire services or distribution in the United States of America

CORPORATE DIRECTORY

Head Office

Level 10, 80 Grenfell Street, Adelaide, South Australia 5000

Directors

Mr Michael Carroll (Chairman)

Mr Mark Charles Allison

Mr Ian Wilton

Ms Robyn Clubb

Ms Diana Eilert

Company Secretaries

Mr Peter Hastings

Ms Sanjeeta Singh

Legal Adviser

MinterEllison

Rialto Towers, Level 23, 525 Collins Street, Melbourne, Victoria 3000

Lead Manager, Bookrunner and Underwriter

Macquarie Capital (Australia) Limited

50 Martin Place, Sydney, New South Wales 2000

Registry

Boardroom Pty Limited
Level 12, 225 George Street, Sydney, New South Wales 2000

Shareholder enquiries:
Elders Offer Information Line: 1300 737 760 within Australia or +61 2 9290 9600 outside Australia from 8.30am to 5.00pm (Melbourne time) Monday to Friday
Facsimile: + 61 2 9279 0664
Website: www.boardroomlimited.com.au

Postal address for return of acceptances

Elders Limited Retail Entitlement Offer
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

BoardRoom
All correspondence to
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Tel: 1300 737 760 (within Aust)
Tel: +61 2 9290 9600 (outside Aust)
Fax: + 61 2 9279 0664
www.boardroomlimited.com.au
enquiries@boardroomlimited.com.au

ABN 34 004 336 636

RETAIL ENTITLEMENT OFFER
ENTITLEMENT AND ACCEPTANCE FORM

SAMPLE ONLY

Entitlement No.	
Subregister	
SRN/HIN	
Number of Shares held at 7.00pm (Melbourne time) on Wednesday, 17 July 2019	

Closing Date: Monday, 5 August 2019 at 5.00pm (Melbourne time)

This is an important document and requires your immediate attention. This Entitlement and Acceptance Form can only be used in relation to the security holding represented by the SRN or HIN printed above. If you are in doubt about how to deal with this Entitlement and Acceptance Form, please consult your financial or other professional adviser.

You should read the Retail Offer Booklet dated 22 July 2019 (Retail Offer Booklet) that accompanies this Entitlement and Acceptance Form for details of the Retail Entitlement Offer and other important information. Capitalised words used and not otherwise defined in this Entitlement and Acceptance Form have the meaning given to them in the Retail Offer Booklet.

You do not need to return this Entitlement and Acceptance Form if you pay by BPAY®.

A Offer acceptance

The return and receipt of this Entitlement and Acceptance Form with your Application Monies by the Closing Date or payment via BPAY® by the Closing Date will constitute acceptance of your Entitlement on the terms and conditions set out in the Retail Offer Booklet (Application).

If you wish to accept your FULL ENTITLEMENT please complete and return this Entitlement and Acceptance Form WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW.

Entitlement to New Shares	Price per New Share	Amount payable on full acceptance of Entitlement
	A$5.55 per New Share =	

If you wish to accept PART OF YOUR ENTITLEMENT ONLY please complete the box below showing the NUMBER OF NEW SHARES BEING ACCEPTED and the appropriate amount payable.

Number of New Shares being accepted	Price per New Share	Amount enclosed
	A$5.55 per New Share =	

B Apply for Additional New Shares (Please refer to Section 2 of the Retail Offer Booklet for details on the Allocation Policy when applying for Additional New Shares)

If you apply to take up all of your Entitlement as noted Section A, you may also apply for Additional New Shares. If you wish to apply for Additional New Shares, please insert the number of Additional New Shares in the box below and the appropriate amount payable. Additional New Shares will only be allocated to Eligible Retail Shareholders in accordance with the Allocation Policy set out in the Retail Offer Booklet and in the absolute discretion of Elders. Elders may apply any scale-back applications for Additional New Shares in its absolute discretion. Refer to the Retail Offer Booklet for further details.

Number of Additional New Shares applied for	Price per Additional New Share	Amount enclosed
	A$5.55 per New Share =	

C Payment

Payment may only be made by BPAY®, cheque, bank draft or money order. Cash will not be accepted. Payments cannot be made at a bank.

Payment Option 1 - BPAY®

Biller Code:
CRN:

Telephone & Internet Banking - BPAY®
Contact your bank, credit union or building society to make payment from your account.
More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution.
- If paying by BPAY® you do NOT need to return this Entitlement and Acceptance Form.

Payment Option 2 – Cheque

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT AUD
				$

- Only cheques, bank drafts or money orders in Australian dollars and drawn on an Australian branch of a financial institution will be accepted.
- Your cheque, bank draft or money order must be made payable to "Elders Limited Retail Entitlement Offer" and crossed "Not Negotiable".
- Please ensure that you submit the correct amount. Incorrect payments may result in your Application being rejected.

D Contact details

You do not have to provide us with your contact details, however it will assist us if we need to contact you.

SAMPLE ONLY

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

LODGEMENT INSTRUCTIONS AND OTHER IMPORTANT INFORMATION

Your payment must be received by no later than 5.00pm (Melbourne time) on Monday, 5 August 2019.

1 BPAY®

If paying by BPAY®, you do not need to return this Entitlement and Acceptance Form but you must contact your Australian bank, credit union or building society to make this payment from your account. For more information go to: www.bpay.com.au. Refer to the front of this Entitlement and Acceptance Form for the Biller Code and Customer Reference Number (CRN). You should check the processing cut-off time for BPAY® transactions with your bank, credit union or building society to ensure that your payment will be received by the Elders Share Registry in time as the cut-off time administered by your bank, or relevant financial institution might be earlier than the Closing Date. Payments by BPAY® must be received by no later than 5.00pm (Melbourne time) on Monday, 5 August 2019.

Elders will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement, and in respect of any excess amount applying for as many Additional New Shares under the Top-Up Facility as it will pay for in full.

2 Cheque, bank draft or money order

Complete your cheque, bank draft or money order details in Section C of this Entitlement and Acceptance Form. Please ensure that sufficient cleared funds are held in your account, as your cheque, bank draft or money order will be processed on the day of receipt, but no later than the Closing Date.

If you are paying by cheque, bank draft or money order, you must post your completed Entitlement and Acceptance Form and payment to:

Elders Limited Retail Entitlement Offer
c/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Neither Boardroom Pty Limited nor Elders accepts any responsibility if you do not lodge this Entitlement and Acceptance Form in accordance with the instructions on it. A reply paid envelope is enclosed for shareholders in Australia. All other Eligible Retail Shareholders must make their own postal arrangement and affix the correct postage. If you are paying by cheque, bank draft or money order, your Entitlement and Acceptance Form and payment must be received by no later than 5.00pm (Melbourne time) on Monday, 5 August 2019.

You cannot withdraw your Application once it has been accepted.

Important Notices

Overseas Shareholders

The Retail Offer Booklet and this Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of Australia and New Zealand. In particular, the New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h)) in compliance with Regulation S under the U.S. Securities Act.

The Retail Offer Booklet and this Entitlement and Acceptance Form do not constitute an offer or invitation to acquire the Entitlements or the New Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation. By applying for New Shares (and any Additional New Shares), you represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States and that applying for New Shares (and any Additional New Shares) does not breach any law in any relevant jurisdiction outside Australia or New Zealand.

Acceptance of Retail Entitlement Offer

By either returning this Entitlement and Acceptance Form with payment to the Share Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Retail Offer Booklet and that you acknowledge the matters, and make the warranties and representations in the Retail Offer Booklet; and
- you provide authorisation to be registered as the holder of New Shares (and any Additional New Shares) acquired by you and agree to be bound by the constitution of Elders Limited.

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001 (*Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this Entitlement and Acceptance Form. Our privacy policy is available on our website (http://www.boardroomlimited.com.au/privacy.html).

For further information regarding this Entitlement and Acceptance Form **or the Retail Entitlement Offer please contact the Elders Offer Information Line on 1300 737 760 within Australia, or +61 2 9290 9600 outside Australia from 8.30am to 5.00pm (Melbourne time) Monday to Friday. For other questions you should contact your stockbroker, solicitor, accountant or other professional adviser.**

22 July 2019

Not for release to US wire services or distribution in the United States

Dear Shareholder,

Elders Limited – Accelerated pro rata non-renounceable entitlement offer – Notification to Ineligible Shareholders

On Monday, 15 July 2019, Elders Limited ACN 004 336 636 (ASX: Elders) (**Elders** or **Company**) announced a fully underwritten accelerated pro rata non-renounceable entitlement offer of 1 new share for every 6.70 existing shares at A$5.55 per new share (**New Shares**) to raise up to approximately A$97 million (**Entitlement Offer**). Concurrently with the Entitlement Offer, the Company also announced an institutional placement to professional and institutional investors (**Placement**) to raise approximately A$40 million. The Placement will close on Tuesday, 16 July 2019. The Placement and the Entitlement Offer are together referred to as the **Offer**.

The proceeds of the Offer will be used to partly fund the proposed acquisition of 100% of the shares in AIRR Holdings Limited by way of a scheme of arrangement (**Acquisition**), reduce Elders' leverage and pay transaction costs associated with the Offer and the Acquisition as announced by the Company on Monday, 15 July 2019.

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Shareholders (as defined below) to participate on similar terms under a retail component (**Retail Entitlement Offer**). The Entitlement Offer is being made by the Company in accordance with section 708AA of the *Corporations Act 2001* (Cth) as modified by the ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Act**) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73, meaning that no prospectus or other disclosure document needs to be prepared.

An offer booklet in relation to the Retail Entitlement Offer will be given to ASX and mailed to eligible retail shareholders on or around Monday, 22 July 2019.

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of**.

DETAILS OF THE ENTITLEMENT OFFER

The Entitlement Offer is being made to Eligible Shareholders (as defined below), on the basis of 1 New Share for every 6.70 existing Elders shares (**Existing Shares**) held at 7.00pm (Melbourne time) on Wednesday, 17 July 2019 (**Record Date**) at an issue price of $5.55 per New Share.

Eligibility criteria

The Company has determined, under Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the Act, that it would be unreasonable to make offers to shareholders in countries other than Australia and New Zealand in connection with the Entitlement Offer having regard to:

(a) the relatively small number of shareholders in the other jurisdictions where the Entitlement Offer would be made;

(b) the number and value of shares for which such shareholders would otherwise have been entitled; and

(c) the costs of complying with the legal and regulatory requirements in each other jurisdiction where the Entitlement Offer would be made.

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are shareholders who:

(a) are registered as a holder of Existing Shares as at 7.00pm (Melbourne time) on the Record Date;

(b) have a registered address in:

(i) Australia or New Zealand; or

(ii) if they are professional or institutional investors, in other jurisdictions determined by the directors of the Company,

as recorded on the Company's share register on the Record Date;

(c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such a person holds Existing Shares for the account or benefit of a person in the United States) except certain shareholders in the United States who are "qualified institutional buyers" (as defined in Rule 144A of the US Securities Act) or "Eligible US Fund Managers" (as defined in Regulation S of the US Securities Act); and

(d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or other formal offer document to be lodged or registered.

The Company may (at its absolute discretion) extend the Entitlement Offer to certain institutional shareholders in foreign jurisdictions outside the United States as contemplated and to the extent permitted in the "International Offer Jurisdictions" section of the investor presentation lodged with ASX on Monday, 15 July 2019, who did not participate in the Institutional Entitlement Offer (subject to compliance with applicable laws).

Unfortunately, the Company has determined that you do not satisfy the eligibility criteria for an Eligible Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will also not be sent the offer document relating to the Entitlement Offer nor be able to subscribe for New Shares under the Entitlement Offer.

As the Entitlement Offer is non renounceable, you will not receive any payment or value for entitlements in respect of any New Shares that would have been offered to you if you were eligible.

Further information

If you have any questions in relation to any of the above matters, please contact the Company's share registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the offer period. For other questions, you should contact your stockbroker, accountant, solicitor, taxation advisor, financial adviser or other independent professional adviser.

On behalf of the Board and management of the Company, thank you for your continued support of the Company.

Yours sincerely,



Peter Hastings
Company Secretary
Elders Limited