

18 November 2024

Acquisition of Delta and Equity Raising

Attached is the Elders Limited (**ASX:ELD**) presentation regarding the acquisition of Delta Agribusiness Pty Ltd and equity raising.

The presentation will be delivered by Mr Mark Allison, Chief Executive Officer, and Mr Paul Rossiter, Chief Financial Officer, at the Elders Limited FY24 financial results conference call and webcast to be held 10.00am (AEDT) today.

To join the presentation by conference call or webcast, please register at <https://s1.c-conf.com/diamondpass/10042126-39hfdd.html>.

Further Information:

Peter Hastings, Company Secretary, 0419 222 489

Authorised by:

Elders Limited Board of Directors

View this announcement on [Elders' Investor Hub](#).



Join the Elders Investor Hub

Receive ASX announcements and company information direct to your inbox and interact with Elders' announcements with our interactive Q&A functionality.

Scan the QR code or click here to sign up: <https://investors.elders.com.au/s/368318>

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



185

EST. 1839

185 years of Elders

Acquisition of Delta Agribusiness and Equity Raising

18 November 2024

1839

2024



Important notice and disclaimer

The following notice and disclaimer applies to this investor presentation (**Presentation or document**) and you should read it carefully before reading or making any other use of this Presentation or any information contained in this Presentation. By accepting this Presentation you represent and warrant that you are entitled to receive the Presentation in accordance with the restrictions below and agree to be bound by the limitations, contained within it (including any modifications to them).

This Presentation has been prepared and is issued by Elders Limited ACN 004 336 636 (**Elders or Company**) and is dated 18 November 2024 in relation to:

- the proposed acquisition of 100% of the shares in Delta Agribusiness Pty Ltd ACN 118 781 445 (**Delta**) for a combination of cash and scrip consideration in Elders (**Delta Acquisition**); and
- an equity raising by way of a proposed 1 for 5.05 pro rata accelerated non-renounceable entitlement offer of new fully paid shares in Elders (**New Shares**) to certain eligible shareholders (**Entitlement Offer or Equity Raising**) to raise approximately \$246 million, which is fully underwritten.

The Entitlement Offer is being made without disclosure to investors under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*.

Summary information

This Presentation contains summary information about Elders and its activities current as at 18 November 2024. 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 on, information that has been released to the Australian Securities Exchange (**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.

Any market and industry data that may be used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. None of the Company, its representatives or advisers have independently verified that market or industry data provided by third parties or industry or general publications. Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice. The Company reserves the right to withdraw the Entitlement Offer or vary the timetable for the Entitlement Offer without recourse to them or notice to you.

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 which will be 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.

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. You are solely responsible for forming your own independent assessment of the information and any action taken on the basis of the information contained in this Presentation. 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 Delta 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 Delta Acquisition.

Important notice and disclaimer

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, earnings per share (**EPS**), earnings before interest, taxes, depreciation and amortisation (**EBITDA**) and earnings before interest and taxes (**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. Such financial information is unaudited and does not purport to be in compliance with Article 3-05 of Regulation S-X under the U.S. Securities Act.

Effect of rounding

A number of figures, amounts, percentages, estimates and calculations of value in this Presentation are subject to the effect of rounding. Accordingly, the actual figures may differ from the figures set out in this Presentation.

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 on 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 Delta cannot be relied on 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.

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 on 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 Delta 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.

Important notice and disclaimer

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** or **the 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 or related bodies corporate, nor any of its respective directors, officers, employees, agents or advisers (**Underwriter Parties**) have authorised, caused or permitted the issue, submission or despatch of this Presentation nor do they make any recommendation as to whether a potential investor should acquire New Shares. None of the Underwriter Parties 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. The Underwriter Parties make no 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 the Entitlement Offer, and you expressly disclaim that you are in a fiduciary relationship with any of them.

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, related bodies corporate, directors, officers, employees, agents or advisers 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 interests 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 Delta Acquisition.

International selling restrictions

The distribution of this Presentation may be restricted by law in any country outside Australia. 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.

Any failure to comply with such restrictions may constitute a violation of applicable securities laws. See further International Offer Restrictions in Appendix C 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.

Contents

1	Executive summary	6
2	Delta overview	9
3	Acquisition rationale	15
4	Acquisition funding and terms	22
5	Questions	26
A	Pro forma balance sheet	27
B	Key risks	29
C	International offer jurisdictions	39
D	Overview of underwriting agreement terms	43



NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

1

Executive summary



185 EST. 1839



Executive summary

Elders has entered into an agreement to acquire 100% of the shares in Delta for an enterprise value of \$475 million¹

Transaction overview	<ul style="list-style-type: none"> ▪ Elders has entered into an agreement to acquire 100% of the shares in Delta Agribusiness Pty Ltd (Delta) for an enterprise value of \$475 million¹ (Acquisition) ▪ The Acquisition enterprise value represents approximately: <ul style="list-style-type: none"> - 11.1x LTM² to 30 June 2024 adjusted EBIT³ pre synergies⁴; and - 8.7x LTM to 30 June 2024 adjusted EBIT post synergies⁴
Delta overview	<ul style="list-style-type: none"> ▪ Delta is an Australian agribusiness providing rural products and advisory services through a network of 68 locations and approximately 40 independent wholesale customers⁵ ▪ Delta's business model is complementary to Elders, strengthening Elders' existing offering particularly in rural products and digital and technical services ▪ In the LTM to 30 June 2024, Delta generated revenue of \$835 million and EBITDA of \$53 million⁶
Acquisition rationale	<ul style="list-style-type: none"> ✓ Fully aligned to Elders' core strategy and corporate acquisition principles ✓ Continues Elders' successful track record of growing the business through disciplined acquisitions ✓ Complementary geographic footprint, filling retail gaps in New South Wales, North West Victoria, South Australia and Western Australia ✓ Enhances Elders' technical expertise and offering in ag tech and precision agriculture ✓ Platform for backward integration strategy with potential to generate meaningful synergies ✓ Retains management expertise through implementing Elders' proven light touch integration strategy while maintaining robust Board based governance oversight

Notes: 1. Excluding transaction costs of \$21 million and \$19 million Delta lease liabilities as at 30 June 2024. The purchase price is subject to typical adjustment mechanisms relating to working capital and debt and debt-like items at completion. 2. LTM means last twelve months and Delta has a 30 June financial year end. 3. LTM to 30 June 2024 adjusted EBIT of \$43 million pre synergies. 4. Excludes the impact of AASB 16 Leases thereby including cash rent costs in EBITDA. Post synergies multiple assumes \$12 million of annual net EBITDA synergies (before one-off implementation costs). Refer to page B20 for additional information regarding anticipated synergies. 5. As at 30 June 2024. 6. Includes the impact of AASB 16 Leases.

Executive summary (cont.)

The combination of Elders and Delta has the potential to generate annual net EBITDA synergies of approximately \$12 million over three years post completion

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Funding	<ul style="list-style-type: none"> ▪ The Acquisition, transaction costs and additional balance sheet flexibility to support future growth opportunities (together, the Transaction) to be funded through: <ul style="list-style-type: none"> – a \$246 million fully underwritten pro rata accelerated non-renounceable entitlement offer (Equity Raising); – a \$110 million new revolving loan facility (Debt Financing); and – \$190 million of new Elders shares issued to Delta shareholders as scrip consideration at \$8.52 per share (approximately 22 million shares) (Scrip Consideration)¹ ▪ Scrip Consideration will be issued to Delta shareholders on a pro rata basis and will be subject to escrow arrangements until 15 months after completion of the Transaction² <ul style="list-style-type: none"> – Pro forma for the Transaction, Delta shareholders will own approximately 10.5% of Elders’ shares on issue³
Financial impact	<ul style="list-style-type: none"> ▪ Expected to deliver pro forma FY24 mid single digit EPS accretion pre synergies and mid teens EPS accretion post synergies⁴ ▪ Potential to generate annual net EBITDA synergies (before one off costs) of approximately \$12 million over three years post completion⁵ ▪ Elders expects pro forma balance date net debt / EBITDA for the combined group to be approximately 2.0x by 31 March 2025 pre synergies⁶ ▪ Elders is targeting pro forma return on capital (ROC) of ≥15% post synergies in the medium-term
Timing and conditions	<ul style="list-style-type: none"> ▪ Completion of the Acquisition is expected to occur in 1H CY25, which is principally due to the time expected to satisfy the Australian Competition and Consumer Commission (ACCC) clearance condition. However, there are other customary completion conditions including a material adverse change clause (MAC) with respect to Delta ▪ Mark Allison has indicated his willingness to remain in the role of Managing Director and CEO of Elders for the duration of the current Eight Point Plan which ends in September 2026

Notes: 1. Scrip Consideration to be issued to the Delta shareholders at \$8.52 per share which represents the value of the the theoretical ex-rights price (**TERP**) including shares issued under the Equity Raising. TERP is a theoretical calculation only and the actual price at which Elders shares trade immediately following the ex-date for the Equity Raising may be different from TERP. 2. Where the date for release of the escrow falls within certain blackout periods related to the release of Elders’ financial results, the escrow period is extended to the first trading day after the blackout period. 3. Post-Transaction shares on issue calculated based on 158 million Elders shares on issue as at Friday, 15 November 2024, plus 54 million new shares to be issued under the Equity Raising and Scrip Consideration. 4. EPS accretion includes adjusted earnings from Delta assuming a full 12-month contribution and is before amortisation of identifiable intangibles that will be recognised as a result of the Acquisition. In accordance with AASB 133, Elders’ pre-Acquisition historical EPS has been restated based on applying an adjustment factor to take into account the bonus element of the Equity Raising. The bonus adjustment is calculated to reflect the discount to TERP and is based on Elders’ last traded price of \$8.65 as at Friday, 15 November 2024. Restating Elders’ standalone EPS excluding the impact of the bonus adjustment would result in pro forma FY24 EPS accretion of mid single digit pre synergies and mid teens post synergies. Post synergies EPS accretion assumes \$12 million of annual net EBITDA synergies (before one-off implementation costs). 5. Refer to page B20 for additional information regarding anticipated synergies. 6. Subject to a normal 1Q FY25 and average seasonal conditions. Includes a 12-month forecast adjusted contribution from Delta and excludes the impact of AASB 16 Leases.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

2

Delta overview



185 EST.
1839



Delta is a rural products and advisory services business

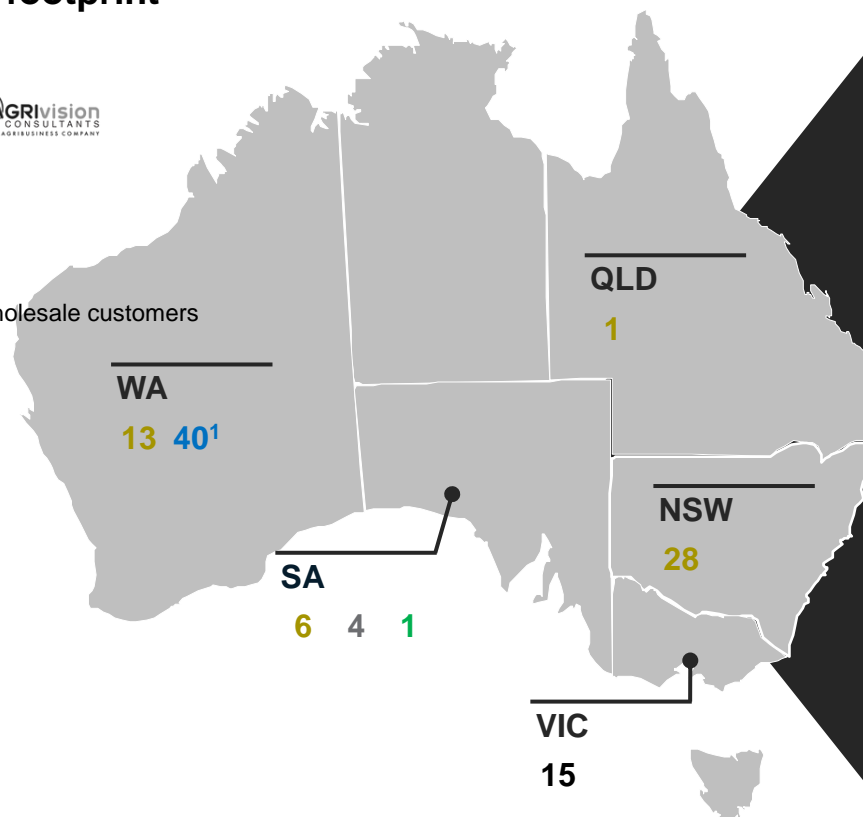
Established in 2006, Delta is an Australian agribusiness providing rural products and advisory services through a network of 68 locations and approximately 40 independent wholesale customers

Business model



Geographic footprint

- DELTA AGRIBUSINESS
- north west ag A DELTA AGRIBUSINESS COMPANY
- AGRIvision CONSULTANTS A DELTA AGRIBUSINESS COMPANY
- GrowersSupplies
- EPAGnFERT
- Independent wholesale customers



68	locations
40	independent wholesale customers ¹
450	staff ²
\$835m	LTM 30 June 2024 revenue
\$53m	LTM 30 June 2024 EBITDA

Source: Delta company information. Notes: 1. Approximate. 2. Approximate full time equivalent employees.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Delta's complementary business model

Delta's business model is complementary to Elders, strengthening Elders' existing offering predominantly in rural products and digital and technical services

Rural products

- Crop protection, seeds, animal health products, fertilisers, fuel and general merchandise
- In-house agricultural chemicals and animal health private label brand, Four Seasons Agribusiness, with 106 APVMA registered products and approximately 45,000 tonnes of fertiliser storage on the East Coast
- Wholesale business in Western Australia supplying approximately 40 independent rural retailers

Retail



Wholesale



Digital and technical services

- Delta considers its farm advisory business to be the cornerstone of its offering, with a focus on improving client sustainability, efficiency and profitability
- Precision Ag solution provides an attractive model in the Australian market with a dedicated team of specialists working with clients to optimise production through data analytics
- Strategic minority investment in Goanna Ag, an irrigation management technology and analytics platform specialising in cotton domestically and in the United States
- Established graduate advisory program providing structured training and experience to new talent for continued growth and succession in the business

Digital services



Technical services



Agency and financial services

- Approximately 13 livestock agents with operations across NSW, marketing approximately 650,000 sheep and approximately 35,000 cattle¹
- Grain marketing strategy and consultancy services, marketing approximately 500,000 tonnes of grain¹
- Providing clients with off-balance sheet seasonal finance solutions for crop chemicals, fertiliser, seed, livestock and equipment finance

Agency



Finance

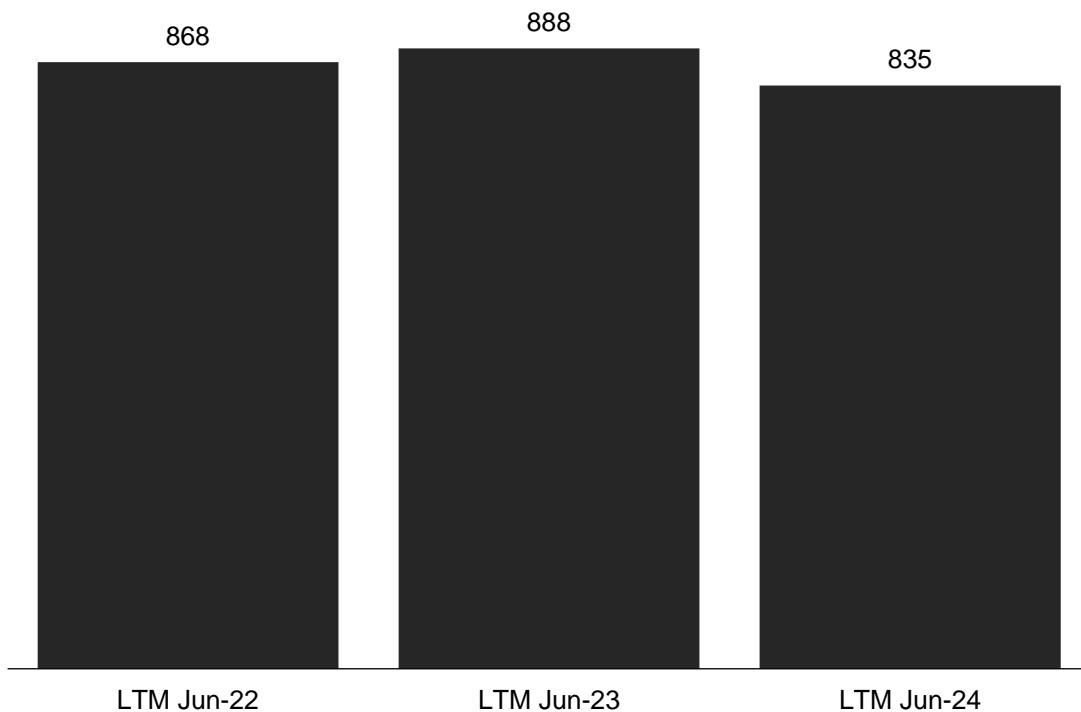


NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

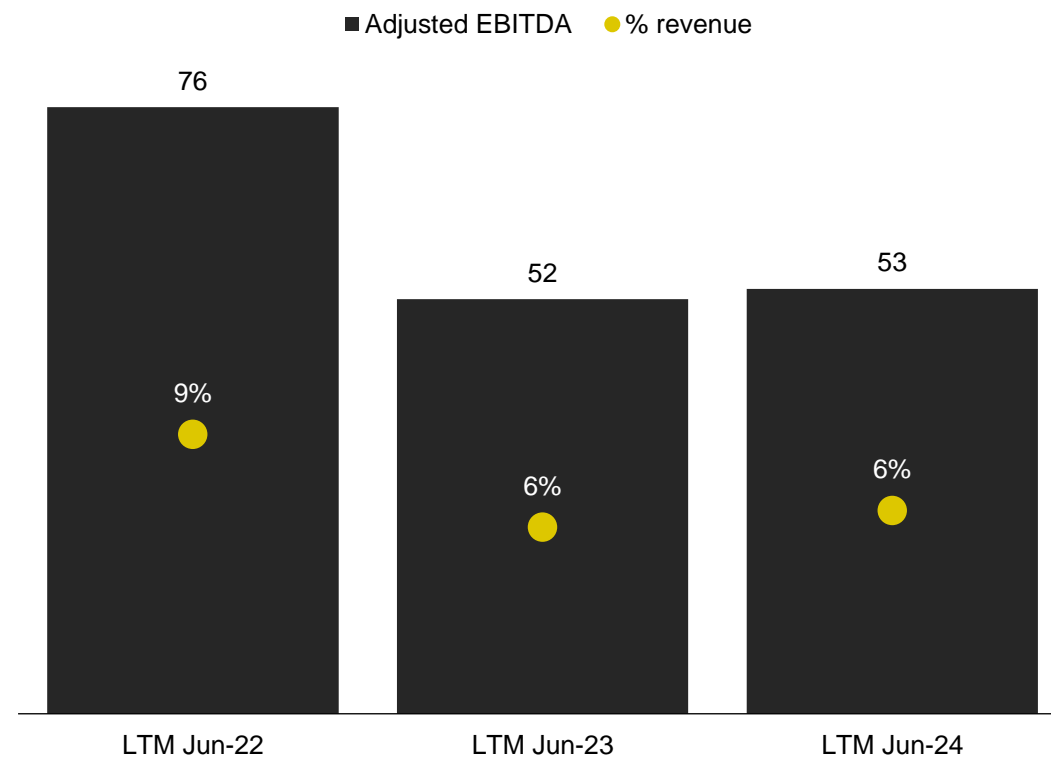
Delta financial summary

Delta achieved a record financial result in the last twelve months to 30 June 2022, driven by favourable seasonal conditions and elevated farm input prices. Following a challenging backdrop through the last twelve months to 30 June 2024, Delta is expected to benefit from improving seasonal conditions in FY25

Sales (\$m)



EBITDA (\$m)

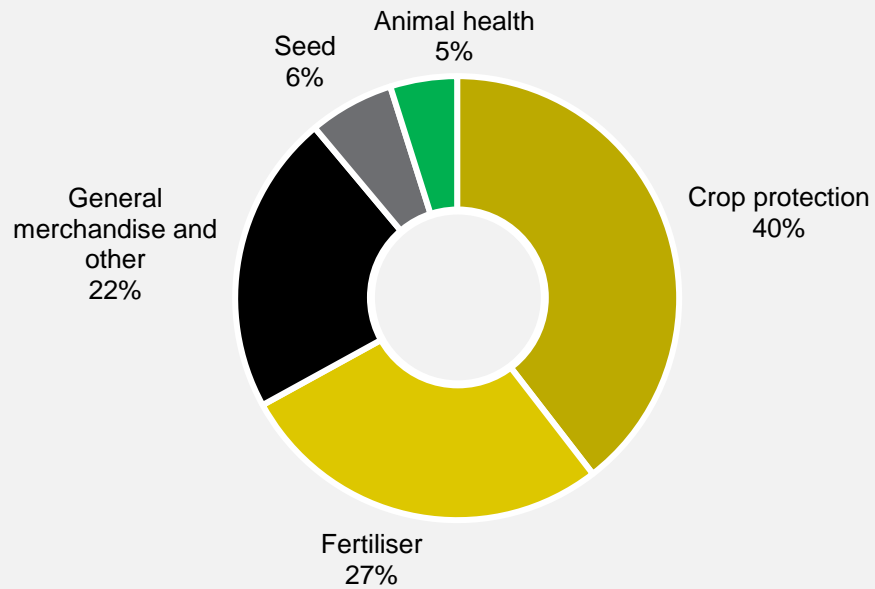


NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

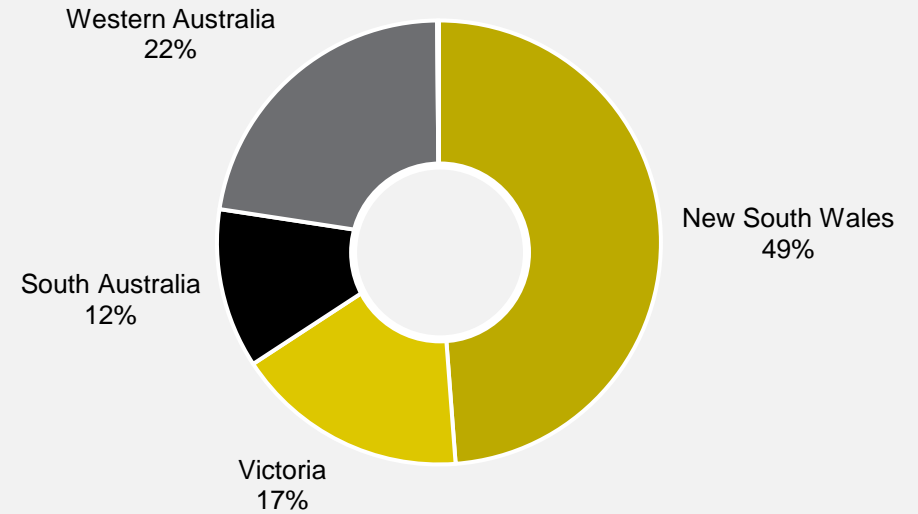
Diversification by product and geography

Delta's earnings base is diversified by product and geography, supplying a broad agribusiness offering to its rural and regional customers

Sales by product



Sales by geography



Source: Delta company information. Notes: Sales for the LTM to 30 June 2024 given Delta year end is 30 June.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

High quality leadership team

Delta's experienced leadership team is excited to join Elders and will continue to manage the business following completion



Gerard Hines
Managing Director and Founder

- Founded Delta in 2006 with several long-term colleagues
- Managing Director of Delta since its establishment

35+ years of experience

18+ years with Delta



Chris Duff
Executive Director and Founder

- Founded Delta in 2006 with several long-term colleagues
- Co-manager of the group and responsible for the farm advisory team

35+ years of experience

18+ years with Delta



Matt Freeman
Chief Financial Officer

- Joined Delta in 2022 and former CFO of Australian Wool Network (AWN)
- Chartered accountant with 19+ years of finance experience and 7+ years of agriculture experience

19+ years of experience

2+ years with Delta

**Scrip Consideration issued to Delta shareholders will be subject to escrow arrangements until 15 months after completion¹
Key Delta management persons will be subject to a non-compete for up to five years from completion**

Source: Delta company information. Notes: 1. Where the date for release of the escrow falls within certain blackout periods related to the release of Elders' financial results, the escrow period is extended to the first trading day after the blackout period.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

3

Acquisition rationale



185 EST.
1839



Acquisition rationale



Fully aligned to Elders' core strategy and corporate acquisition principles

Continues Elders' successful track record of growing the business through disciplined acquisitions

Complementary geographic footprint, filling retail gaps in New South Wales, North West Victoria, South Australia and Western Australia

Enhances Elders' technical expertise and offering in ag tech and precision agriculture

Expected to deliver pro forma FY24 mid single digit EPS accretion pre synergies and mid teens EPS accretion post synergies¹

Potential to generate annual net EBITDA synergies (before one off costs) of approximately \$12 million over three years post completion²

Retains expertise through Elders' proven light touch integration strategy while maintaining robust Board based governance oversight

Notes: 1. EPS accretion includes adjusted earnings from Delta assuming a full 12-month contribution and is before amortisation of identifiable intangibles that will be recognised as a result of the Acquisition. In accordance with AASB 133, Elders' pre-Acquisition historical EPS has been restated based on applying an adjustment factor to take into account the bonus element of the Equity Raising. The bonus adjustment is calculated to reflect the discount to TERP and is based on Elders' last traded price of \$8.65 as at Friday, 15 November 2024. Restating Elders' standalone EPS excluding the impact of the bonus adjustment would result in pro forma FY24 EPS accretion of mid single digit pre synergies and mid teens post synergies. Post synergies EPS accretion assumes \$12 million of annual net EBITDA synergies (before one-off implementation costs). 2. Refer to page B20 for additional information regarding anticipated synergies.

Consistent with Elders' corporate acquisition principles

The rationale and impact of the Acquisition adheres to Elders' corporate acquisition principles

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only



Aligns with Elders' strategy, values and sustainability ambitions

- Strong cultural alignment between Elders and Delta
- Elders will implement its proven light touch integration strategy with no anticipated changes to Delta's management, brands and operations, while maintaining robust Board based governance oversight
- Transaction does not change Elders' Scope 1 and Scope 2 climate targets



Enhances business diversification

- Delta's operations are complementary to Elders' existing capabilities in rural products and services
- Complementary geographic diversification to support earnings resilience and growth optimisation
- Opportunity to expand other Elders' products and services to Delta's customer base



Enhances Elders' technical expertise and offering

- Extends Elders' existing crop protection and animal health offering through Four Seasons Agribusiness private label portfolio
- Addition of specialist and technical expertise to complement Thomas Elder Sustainable Agriculture innovation platform



Pre-synergies EPS accretive

- Expected to deliver pro forma FY24 mid single digit EPS accretion pre synergies and mid teens EPS accretion post synergies¹
- Potential to generate annual net EBITDA synergies of approximately \$12 million (before one-off implementation costs) to be gradually realised over the next three years post completion²



Targeting ROC ≥15% and leverage <2.0x

- Elders expects pro forma balance date net debt / EBITDA for the combined group to be approximately 2.0x by 31 March 2025 pre synergies³
- Elders is targeting pro forma ROC of ≥15% post synergies in the medium-term

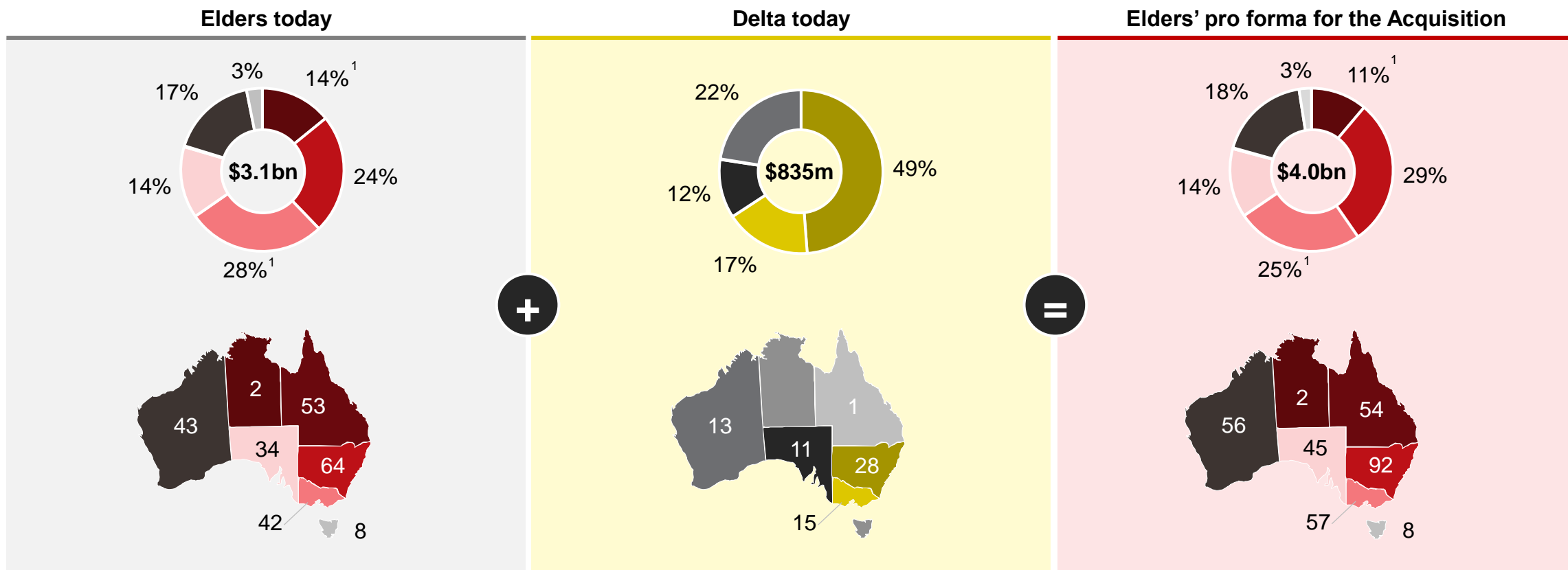
Notes: 1. EPS accretion includes adjusted earnings from Delta assuming a full 12-month contribution and is before amortisation of identifiable intangibles that will be recognised as a result of the Acquisition. In accordance with AASB 133, Elders' pre-Acquisition historical EPS has been restated based on applying an adjustment factor to take into account the bonus element of the Equity Raising. The bonus adjustment is calculated to reflect the discount to TERP and is based on Elders' last traded price of \$8.65 as at Friday, 15 November 2024. Restating Elders' standalone EPS excluding the impact of the bonus adjustment would result in pro forma FY24 EPS accretion of mid single digit pre synergies and mid teens post synergies. Post synergies EPS accretion assumes \$12 million of annual net EBITDA synergies (before one-off implementation costs). 2. Refer to page B20 for additional information regarding anticipated synergies. 3. Subject to a normal 1Q FY25 and average seasonal conditions. Includes a 12-month forecast adjusted contribution from Delta.

Complementary geographic footprint

Delta's geographic footprint is highly complementary to Elders' and fills key network gaps in New South Wales, North West Victoria, South Australia and Western Australia

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Locations by region³ Total sales by region²



Source: Delta company information. Notes: 1. Sales based on Elders' management reported retail states. Victoria includes the Riverina region, Queensland is grouped with upper Northern Territory and South Australia includes lower Northern Territory, Broken Hill and Sunraysia region. 2. Based on Delta sales by state as at 30 June 2024 given June year end. 3. Elders' retail points of presence and Delta points of presence as at 30 September 2024. Excludes AIRR warehouses and AIRR and Delta wholesale customer locations. Includes Elders' 75.5% owned B&W Rural locations.

Enhances Elders' technical expertise and offering

Extends Elders' existing crop protection and animal health offering through complementary private label portfolio

- Through the combination, Elders will acquire Four Seasons Agribusiness, a manufacturer and distributor of a diverse range of crop protection and animal health products
- Complements Elders' existing private label business TitanAg through the addition of 106 product registrations and new third-party supply agreements



Addition of specialist and technical expertise to support innovation through Thomas Elder Sustainable Agriculture

- Drives innovation in the ongoing evolution of farming through Elders' existing Thomas Elder Sustainable Agriculture consulting platform:
 - Precision Ag: Rapidly growing model in the Australian market, supported by specialists, agronomists and growers aimed at improving sustainability, resource efficiency and profits
 - Goanna Ag: Strategic minority investment in an ag tech company that provides irrigation management, data analytics and technology to the cotton industry domestically and in the United States



APVMA registered crop protection products

92

386

APVMA registered animal health products

14

126

Farm consultants and agronomists

80

245

Precision Ag specialists

5

1

DELTA AGRIBUSINESS

Elders

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Potential to generate meaningful synergies

The combination of Elders and Delta is expected to generate annual net EBITDA synergies of approximately \$12 million predominantly achieved through proven backward integration

Estimated synergies

Product

- Opportunity to capture incremental margin from backward integration of crop protection and animal health products
- Realisation of synergies is expected to require additional working capital investment

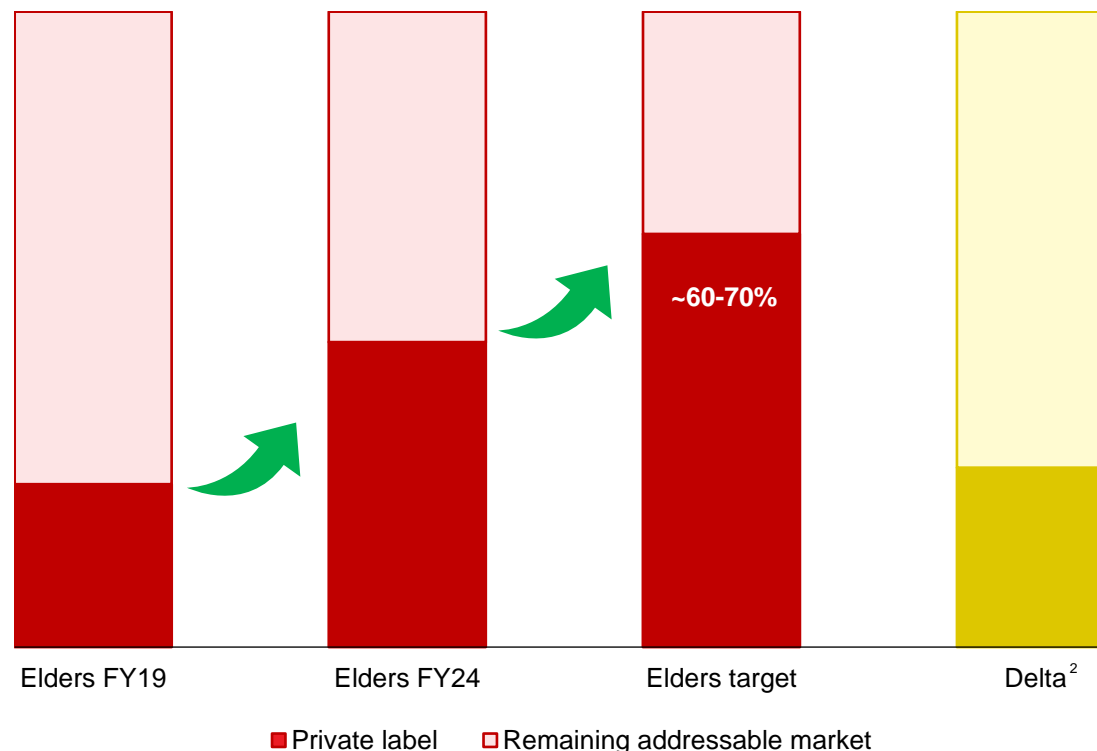
Operational

- Optimisation and efficiencies through shared knowledge and best practice across operating business units

Quantum and timing

- Expected to generate annual net EBITDA synergies of approximately \$12 million (before one-off implementation costs) to be gradually realised over the next three years post completion

Backward integration share of addressable market¹



Notes: 1. Addressable market represents portion of crop protection sales which could be replaced with private label sales. Elders' addressable market estimated as 70% of total crop protection sales. 2. Delta data representative of the LTM to June 2024. Delta total addressable market represents total annual crop chemical sales estimated to be available for private label.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Light touch integration approach

Elders has a strong track record of successful business combinations and will safeguard the culture and strengths of Delta while maintaining robust Board based governance oversight



Track record

- Elders has a long and successful track record of integrating acquisitions, having completed more than 85 acquisitions over the last 9 years
- Elders will apply the same light touch integration principles that have served it well in previous acquisitions, including the acquisition of AIRR in 2019



Approach

- Light touch approach will safeguard the culture and strengths of Delta while maintaining robust Board based governance oversight
- Elders will leverage the experience and expertise of Delta, with no anticipated changes to management, brands and operations
 - Scrip Consideration will be subject to escrow arrangements until 15 months after completion of the Transaction¹
 - Key Delta management will be subject to a non-compete for up to five years from completion of the Acquisition



Priorities

- Key integration priorities will include:
 - Realising potential synergies
 - Best practice operations and knowledge transfer
 - Optimise branch networks, systems and processes

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

4

Acquisition funding and terms



185 EST. 1839



Acquisition funding and terms

The Acquisition of Delta will be funded through approximately 60% cash consideration and 40% of new Elders shares issued to Delta shareholders as scrip

Acquisition funding

- The Acquisition of Delta will be funded through approximately 60% cash consideration and 40% of new Elders shares issued to Delta shareholders as scrip¹
- Proceeds from the Equity Raising to be used to partly fund the cash component of the Acquisition and support Elders' balance sheet flexibility for future growth opportunities
- Scrip Consideration will be issued to Delta shareholders at \$8.52 per share which represents the value of the TERP including shares issued under the Equity Raising¹
- Elders expects pro forma balance date net debt / EBITDA for the combined group to be approximately 2.0x by 31 March 2025 pre synergies²

Timing and conditions

- Completion of the Acquisition is expected to occur in 1H CY25, which is principally due to the time expected to satisfy the ACCC clearance condition. However, there are other customary completion conditions including a MAC with respect to Delta

Sources

	\$m
Equity Raising	246
Debt Financing	110
Scrip Consideration	190
Total	546

Uses

	\$m
Acquisition of Delta	475
Balance sheet flexibility	50
Transaction costs	21
Total	546

Notes: 1. Scrip Consideration to be issued to Delta shareholders at TERP (approximately 22 million shares). TERP is a theoretical calculation only and the actual price at which Elders shares trade immediately following the ex-date for the Equity Raising may be different from TERP. 2. Includes a 12-month contribution from Delta and excludes the impact of AASB 16 Leases. Subject to a normal 1Q FY25 and average seasonal conditions.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Overview of the Equity Raising

Offer size and structure	<ul style="list-style-type: none"> ▪ A fully underwritten 1 for 5.05 pro rata accelerated non-renounceable entitlement offer of new ordinary Elders shares (New Shares) to raise approximately \$246 million (Entitlement Offer) <ul style="list-style-type: none"> – The Entitlement Offer consists of an offer to eligible institutional shareholders (Institutional Entitlement Offer) and an offer to eligible retail shareholders (Retail Entitlement Offer) ▪ Approximately 31 million New Shares to be issued under the Equity Raising, representing approximately 19.8% of existing shares on issue
Offer Price	<ul style="list-style-type: none"> ▪ All shares under the Entitlement Offer will be issued at \$7.85 per New Share (Offer Price), representing a: <ul style="list-style-type: none"> – a 7.9% discount to TERP of \$8.52 per share¹; and – a 9.2% discount to last close of \$8.65 per share as at Friday, 15 November 2024.
Institutional Entitlement Offer	<ul style="list-style-type: none"> ▪ Institutional Entitlement Offer to be conducted by way of a bookbuild process that will open and close on Monday, 18 November 2024
Retail Entitlement Offer	<ul style="list-style-type: none"> ▪ The Retail Entitlement Offer will open on Monday, 25 November 2024 and close on Monday, 9 December 2024
Director commitments	<ul style="list-style-type: none"> ▪ All Elders Directors who are eligible have confirmed their intention to participate in the Entitlement Offer
Underwriting	<ul style="list-style-type: none"> ▪ The Entitlement Offer is fully underwritten by Macquarie Capital (Australia) Limited
Ranking	<ul style="list-style-type: none"> ▪ All New Shares issued under the Entitlement Offer will rank equally with existing Elders shares on issue
Dividend	<ul style="list-style-type: none"> ▪ New Shares will be entitled to the final dividend of \$0.18 per share for the full year ended 30 September 2024 ▪ The dividend record date has been amended from Wednesday, 27 November 2024 to Wednesday, 18 December 2024 and final dividend payment will be made to shareholders on Friday, 24 January 2025 ▪ Elders will maintain its dividend reinvestment plan with amended election, pricing and allotment dates disclosed in the Appendix 3A.1 today

Notes: All dates and times are indicative and subject to change without notice. Elders reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. 1. TERP is a theoretical calculation only and the actual price at which Elders shares trade immediately following the ex-date for the Equity Raising may be different from TERP.

Equity Raising timetable

Event	Date
Trading halt and announcement of the Acquisition and Equity Raising, Institutional Entitlement Offer opens	Monday, 18 November 2024
Institutional Entitlement Offer closes	Monday, 18 November 2024
Announce results of Institutional Entitlement Offer	Tuesday, 19 November 2024
Trading halt lifted – shares recommence trading on ASX on an “ex-entitlement” basis	Tuesday, 19 November 2024
Record Date for the Entitlement Offer	Wednesday, 20 November 2024
Retail Entitlement Offer Booklet despatched and Retail Entitlement Offer opens	Monday, 25 November 2024
Settlement of New Shares under the Institutional Entitlement Offer	Tuesday, 26 November 2024
Allotment and normal trading of New Shares under the Institutional Entitlement Offer	Wednesday, 27 November 2024
Retail Entitlement Offer closes	Monday, 9 December 2024
Announce results of Retail Entitlement Offer	Thursday, 12 December 2024
Settlement of Retail Entitlement Offer	Friday, 13 December 2024
Allotment of New Shares under the Retail Entitlement Offer	Monday, 16 December 2024
Trading of New Shares on a normal settlement basis under the Retail Entitlement Offer and despatch of holding statements	Tuesday, 17 December 2024

Notes: All dates and times are indicative and subject to change without notice. Elders reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

5

Questions



185 EST. 1839



NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

A

Pro forma balance sheet



185 EST. 1839



Pro forma balance sheet

\$m	Elders ¹	Delta ²	Adjustments ³	Elders pro forma
	30-Sep-24	30-Jun-24		
Cash and cash equivalents	40	-	50	90
Trade and other receivables	895	113	-	1,008
Inventories and livestock	447	118	-	565
Property, plant and equipment	93	30	-	123
Right of use asset	247	16	-	263
Intangibles	538	74	316	928
Other assets	66	7	-	73
Total assets	2,326	357	366	3,050
Trade and other payables	(667)	(171)	-	(838)
Borrowings	(477)	-	(110)	(587)
Lease liabilities	(254)	(19)	-	(272)
Other liabilities	(83)	(8)	-	(92)
Total liabilities	(1,481)	(198)	(110)	(1,789)
Net assets	845	159	256	1,261
Issued capital	1,656	71	358	2,085
Reserves	(53)	0	(0)	(53)
Retained earnings	(762)	87	(101)	(775)
Non-controlling interests	4	1	(1)	4
Total equity	845	159	256	1,261

Notes: 1. Elders 30 September 2024 audited accounts. 2. Delta 30 June 2024 audited accounts and presented on a cash and debt-free basis. 3. The acquired Delta balance sheet and recognition of intangibles including goodwill will be subject to a formal purchase price accounting process that under Accounting Standards will be completed within 12 months of completion. Scrip Consideration value, 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. Pro forma adjustments include \$436 million of issued capital, \$110 million of new borrowings (offset by \$14 million of transaction costs recognised in retained earnings and \$7 million recognised in issued capital), and results in \$50 million of additional net cash. The \$475 million of consideration less the Delta 30 June 2024 net assets of \$159 million gives rise to intangibles on acquisition (including goodwill) of \$316 million.

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

For personal use

B

Key risks



185 EST. 1839



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' fully paid ordinary shares (**Shares**).

The risks set out below 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.

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

Completion of the proposed acquisition of Delta is conditional on various matters including, in summary, obtaining regulatory approval from the Australian Competition and Consumer Commission (**ACCC**), completion of the Equity Raising, no material adverse change occurring in relation to Delta's business, and no breach of a warranty in the Share Sale Agreement by a Delta vendor. Please refer to the other sections of the Presentation for details regarding the acquisition of Delta and the Equity Raising.

There can be no certainty, nor can Elders provide any assurance or guarantee that any of the conditions will be satisfied or waived or, if satisfied or waived, when that will occur. The satisfaction of a number of the conditions is outside the control of Elders and/or Delta including, but not limited to, the ACCC and completion of the institutional component of the Equity Raising mentioned above.

There is a risk that the ACCC approval required to satisfy one or more conditions may not be obtained, or may be obtained subject to conditions which adversely affect Elders and Delta (**Parties**), or are not acceptable to the Parties. In particular, it is the Parties' intention to seek informal clearance from the ACCC after announcement of the Acquisition to comply with the condition for ACCC clearance. There is a risk that the ACCC will refuse to grant this clearance, will not indicate it does not intend to oppose (grant clearance) by the time completion is required or that it will only grant clearance subject to conditions, including the provision of structural undertakings requiring divestments, behavioural undertakings or other relief. Any undertakings required to be given to the ACCC, including divestments that are required to be made or the Parties refraining from undertaking certain actions, are likely to have an adverse effect on Elders, including, but not limited to, impacting its sales, revenue and financial performance and adversely affecting the ability of the Parties to achieve the expected synergies and/or could result in the Acquisition not proceeding to completion.

Completion risk

Key risks

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

<p>Completion risk (cont.)</p>	<p>Further, if any of the 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.</p> <p>Elders will have incurred significant transaction costs in relation to the Acquisition even if it does not proceed. There may be other adverse consequences for Elders and its shareholders if completion does not occur, including that the trading price of Elders' shares may be materially adversely affected and the anticipated synergies and other benefits that Elders' expects to achieve from the proposed acquisition of Delta will not be realised.</p> <p>If the Acquisition is not completed, 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).</p> <p>Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital raised under the Equity Raising to investors may have a material adverse effect on Elders' financial performance, financial position and the price of Shares.</p>
<p>Assumed liabilities</p>	<p>Following the Acquisition, Elders will be exposed to liabilities that Delta has incurred as a result of past and/or present conduct, 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 Share Sale Agreement or any warranty and indemnity insurance and may include fines, penalties or other sanctions. These could include liabilities relating to faulty products, environmental claims, breaches or contamination, underpayment or under-provisioning of employee liabilities or entitlements, current or future litigation, failure by Delta 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, insurance, warranty or performance claims and other liabilities. Such liabilities may adversely affect the ultimate value of Elders' investment in Delta, the financial performance or position of Delta post-completion of the 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.</p> <p>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.</p>
<p>Acquisition risk</p>	<p>Elders and its advisers have undertaken financial, operational, legal, tax, environmental and other analyses in respect of Delta 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 Delta 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.</p>

Key risks

Key personnel risk	<p>The successful operation of Delta's business relies on its ability to retain experienced and high-performing key management and operating personnel with the company. Delta 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 Delta and Elders after completion of the Acquisition.</p>
Integration risk / Achievement of synergies	<p>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 Delta's business alongside Elders' business following completion 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. Potential issues and complications influencing the achievement of targeted benefits include experiencing lower than expected backward integration margins, experiencing lower than expected increase in product volumes, unanticipated losses of key employees and changes in market conditions.</p> <p>Similar to Elders, a proportion of Delta's business also relies on customer and supplier arrangements. If, following completion of the Acquisition, a counterparty to a contract with Delta, such as a customer, member or supplier, terminates an arrangement or understanding with Delta 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 on entry into replacement arrangements (if at all). This could have an adverse effect on Elders' financial performance and cash flows.</p>
Due diligence risk	<p>Elders undertook a due diligence process in respect of Delta, which relied in part on the review of financial and other information provided by Delta. 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 Delta on a stand-alone basis and also relating to Elders post-acquisition in reliance on limited financial information and other information provided by Delta. Some of this information was unaudited. Elders is unable to verify the accuracy or completeness of any of the information provided by or about Delta. If any of the data or information provided to and relied on 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.</p> <p>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 Delta, forward-looking information is inherently unreliable and based on assumptions that may change in the future.</p>
Future earnings	<p>Elders has undertaken financial and business analysis of Delta in order to determine its attractiveness to Elders and whether to pursue the Acquisition. To the extent that the actual results achieved by Delta 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.</p>

Key risks

Scrap consideration

As part of the Acquisition, Delta shareholders will receive consideration in the form of fully paid ordinary shares in Elders.

Existing Elders shareholders will have their shareholding diluted by the issue of the Shares to the Delta shareholders. See the Equity Raising risks below for further information.

In addition, there is a risk that a significant sale of Shares by Delta shareholders at the end of the escrow restrictions imposed on the Shares issued to Delta shareholders, or the perception that such a sale might occur, could adversely impact the price of Shares. For further information on the escrow arrangements that will be in place post-completion of the Acquisition, refer to Page B14 of this Presentation.

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 Delta. 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 Delta reflects provisional amounts for the assets and liabilities acquired based on historic costs other than goodwill. Post the 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 set out Appendix A of this Presentation.

Change of control

The Acquisition will result in a change of control of Delta. 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.

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 Equity Raising. 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 (refer to Appendix D of this Presentation). 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 (among 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.

Key risks

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

<p>Risk of not taking up Entitlement Offer</p>	<p>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 Shares to be issued to Delta shareholders as part of the consideration for the Acquisition, which represents approximately 10.5% of the issued share capital of Elders, following the Acquisition.</p> <p>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.</p>
---	---

Risks relating to an investment in Elders (business risks)

<p>Health and safety</p>	<p>Safety risk is inherent in Elders' business activities. Key safety risks include livestock handling, remote driving, manual handling and chemical handling. Beyond these physical risks, Elders recognise the impact of psychosocial risks in the workplace. These include challenges like excessive workloads, limited job control, unsupported organisational environments, and issues such as bullying, discrimination and harassment.</p>
<p>Animal welfare</p>	<p>The welfare of livestock is of paramount importance to Elders. A failure to adequately protect and ensure the wellbeing of animals within our control may lead to significant consequences, including stakeholder scrutiny, operational disruptions and potential reputational damage.</p>
<p>Climate variability and severe weather events</p>	<p>Climate variability and severe weather events risk is the short to medium term risk of adverse weather patterns and natural events directly impacting Elders' agricultural operations. The risk pertains to sudden or cyclical events such as drought, floods, frost and fires, which can unpredictably affect the volume of agricultural production, disrupt supply chains and create volatility in the availability of rural products. These events can cause fluctuations in revenue, supply demand imbalances and operational disruptions due to the immediate impact of weather related natural disasters.</p>
<p>Climate change</p>	<p>Climate change risk refers to the long term systemic risk posed by both physical and transitional factors arising from climate change. Physical risks include the gradual increase in temperature, changing precipitation patterns and the frequency of extreme weather events. Transitional risks involve regulatory changes aimed at curbing greenhouse gas emissions, market shifts toward sustainability and evolving consumer preferences.</p> <p>For Elders, this risk encompasses potential disruptions to agricultural productivity, supply chain vulnerabilities, increased operational costs due to compliance with environmental regulations and reputational damage if perceived as lagging in environmental stewardship. It also includes potential financial performance impacts due to these direct and indirect effects of climate change.</p>

Key risks

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

<p>Environmental</p>	<p>This is the risk of operational, financial and reputational damage from Elders' interactions with the natural environment, particularly through Elders' supply of chemicals and fertilisers to the agriculture industry. It includes risks related to biodiversity loss and environmental contamination affecting soil health which impact agricultural productivity and sustainability.</p> <p>Additionally, this is the risk of stringent environmental regulations, potential legal liabilities and reduced competitiveness if Elders' products are perceived as environmentally harmful.</p>
<p>Biosecurity</p>	<p>Australia's expansive agricultural landscape means companies like Elders are vulnerable to biosecurity threats impacting crops and livestock. An outbreak can trigger quarantine measures across rural areas, potentially halting trading and transport operations.</p> <p>Such outbreaks can also initiate or exacerbate international trade restrictions, directly influencing market access and profitability. Furthermore, producers might curtail their demand for goods and services due to these biosecurity challenges, or even find their operational capacities severely hampered.</p>
<p>Food safety</p>	<p>Elders' feed and processing operations handle livestock destined for human consumption, presenting a possible risk of food product contamination.</p>
<p>Global and domestic economic conditions</p>	<p>This risk pertains to the impact of global and domestic economic trends on Elders' products and services. It includes factors like population growth, living standards and broader economic cycles such as recessions or booms. A significant global economic downturn or domestic recession could alter consumer demand patterns, leading to changes in the volume and type of products and services Elders sells. This risk focuses primarily on macroeconomic factors, including shifts in GDP, inflation rates and consumer spending behaviours, which could directly influence Elders' profitability and market position.</p>
<p>Pandemic</p>	<p>Pandemic events can jeopardise health and wellbeing and lead to considerable economic, operational and societal upheavals, with the potential to impact Elders' ability to conduct its business. The safety of Elders' people, customers and clients, the general community and business continuity are at risk during such events.</p>
<p>Commodity pricing</p>	<p>Elders has exposure to commodity price fluctuations in its agency, rural products, 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 in the future.</p>
<p>Supply chain</p>	<p>Elders operates in complex supply chains, reliant on multiple third-party suppliers, including those located in China. The availability and cost of inputs can be affected by disruptions, evolving environmental standards, and policy shifts. Such interruptions can increase Elders' expenses and impede order fulfilment. Additionally, extreme weather events, due to changing climatic conditions, pose risks to Elders' infrastructure and supply chain, which could impact financial results. Furthermore, Elders' dependence on diverse suppliers exposes potential risks of modern slavery and labour exploitation, especially in those regions with lower standards of labour oversight.</p>

Key risks

Counterparty	Elders engage with numerous counterparties. Elders extend credit to approved parties and may experience losses from a customer's inability to settle debts. Additionally, Elders is exposed to supply counterparty risk where there is potential for suppliers or partners to default or not meet their service, supply or contractual obligations.
Geopolitical	This risk is the influence of political events, regulatory changes and international relations on Elders' operations. Elders, as an importer from foreign and domestic markets, is vulnerable to shifts in government policies, trade tensions and international conflicts. This risk also includes the effects of foreign government subsidies that may undermine the competitive position of Australian agricultural products. It encompasses broader concerns such as trade barriers, sanctions and political instability, which could disrupt supply chains, increase costs or limit market access.
Key personnel and human resource	The loss of critical employees, or difficulties in recruiting, retaining or motivating skilled talent, can affect Elders. As a company with a national footprint across various regions, Elders faces increased talent complexities compared to businesses operating in a single location. Staff changes, particularly in pivotal and senior roles, has the potential to create disruptions, impacting Elders' financial standing and its strategy.
Strategic outcomes	This is the risk of strategic outcomes failing to meet market expectations due to the inadequacy of planning and preparation in achieving the 8PP objectives. For Elders, the risk implies that growth initiatives might fall short of their targets because of flawed assumptions or faulty implementation. Such a shortfall can result in strategic misalignment with market demands and investor expectations, leading to reduced stakeholder confidence and potential financial under performance.
Compliance and regulation	Elders' adherence to local laws and regulations is paramount to maintaining Elders' licence to operate. Non-compliance could expose us to investigations, penalties, liabilities, reputational damage and other adverse consequences.
Fraud and corruption	This risk refers to the potential for intentional deceit or unethical behaviour including fraud, bribery or misuse of power for personal or financial gain. This risk can result in financial loss, legal liabilities or reputational damage.
Cyber	Cyber risk encompasses both malicious and non-malicious events that could disrupt Elders' operations or compromise data security. It includes external threats such as cyber attacks, as well as systems outages or failures caused by technical faults, human error or malicious activity. These incidents can result in service unavailability, unauthorised access to sensitive information or operational disruptions.
Technology and systems capability	This risk refers to the potential for Elders' internal technology infrastructure and third-party systems to fail in keeping pace with operational demands and industry advancements. This risk includes the possibility of Elders' systems becoming outdated, inefficient or incompatible with new technological standards, which could lead to reduced productivity, operational bottlenecks and missed strategic opportunities. It also encompasses the challenges in adopting and integrating new technologies essential for innovation, process optimisation and maintaining a competitive edge.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Key risks

General

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

For personal use only

Equity investment risk

There are general risks associated with investments in equity capital such as Elders' Shares. The trading price of Shares 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 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, an outbreak of war and acts of terrorism;
- demand for and supply of Shares;
- operating results of Elders that may vary from expectations of securities analysts and investors;
- changes in market valuations of other agribusiness companies; and
- future issues of 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.

No assurances can be given that the New Shares will trade at or above the Offer Price. None of Elders, its Board, the underwriter, 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 Shares. 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.

ASX listing

ASX imposes various listing obligations on Elders which must be complied with on an ongoing basis. While 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.

Key risks

Taxation	<p>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 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.</p> <p>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.</p>
Changes in accounting standards	<p>Changes in accounting or financial reporting standards may adversely impact the financial performance reported by Elders.</p>
Government and regulatory factors	<p>Changes in government legislation and policy in those jurisdictions in which Elders operates, in particular changes to taxation, workplace health and safety, underpayments, 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 Shares. Further, Elders operates in foreign jurisdictions where business may be affected by changes implemented by foreign governments.</p>
Repayment risk	<p>Elders utilises debt to partially fund its business operations, including to partially fund the Acquisition 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 or breaches its debt finance terms, Elders may not meet its growth targets or pay its debts as and when they are due or may have to unexpectedly repay its finance facilities, which may adversely impact its financial performance.</p>
Other external factors	<p>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.</p>

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

C

International offer jurisdictions



185 EST.
1839



International offer restrictions

This document does not constitute an offer of new ordinary shares (**New Shares**) of the Company 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"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the 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. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company 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 the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company 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 Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

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 there are Canadian tax implications 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.

European Union (excluding Austria)

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

International offer restrictions

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"). Accordingly, this document may not be distributed, and the New Shares may 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.

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 the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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 no. 75. 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. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

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 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, 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 in Singapore. On-sale restrictions in Singapore 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.

International offer restrictions

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. 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 or marketing 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 investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority ("SCA") or any other authority in the UAE.

No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE. This document may be distributed in the UAE only to "professional investors" (as defined in the SCA Board of Directors' Decision No.13/RM of 2021, as amended).

No offer of New Shares will be made to, and no subscription for New Shares will be permitted from, any person in the Abu Dhabi Global Market or 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.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed 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 the Company.

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 ("relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

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 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares 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 may be offered and sold in the United States only to:

- "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

D

Overview of underwriting agreement terms



185 EST. 1839



Overview of underwriting agreement terms

Macquarie is acting as lead manager, bookrunner and underwriter (**Underwriter**) of the Entitlement Offer. Elders has entered into an underwriting agreement with the Underwriter (**Underwriting Agreement**) under which the Underwriter has agreed to fully underwrite the Entitlement Offer on the terms and conditions of the Underwriting Agreement.

The Underwriting Agreement contains customary representations and warranties and indemnities in favour of the Underwriter for an agreement of this nature.

The Underwriter's obligations under the Underwriting Agreement, including to manage and underwrite the Entitlement Offer, are conditional on certain matters, including (but not limited to) Elders and its advisors delivering certain customary certificates, reports, sign-offs and opinions and meeting timetable requirements. Further, if certain events occur, some of which are beyond the control of Elders, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have a materially adverse impact on the total amount of proceeds that could be raised under the Entitlement Offer, which in turn would have a material adverse impact on Elders' financial position.

Unless otherwise defined, capitalised terms have the meaning given to them in this Investor Presentation. The table below is only a summary of the material termination events and is not intended to be an exhaustive or complete list.

The Underwriter may terminate its obligations under the Underwriting Agreement if any of the following events occur prior to 4.00pm on Friday, 13 December 2024 (the **Second Settlement Date**) (or at any other time specified below) for the Entitlement Offer by giving notice to Elders where:

Debt funding not available	On or prior to Tuesday, 26 November 2024 (the First Settlement Date): <ul style="list-style-type: none"> (a) a financier under the debt facility document or the provider of debt or other financial accommodation to Elders for the purposes of funding the Acquisition terminates, materially amends or cancels its commitment to provide that financial accommodation; or (b) a condition precedent to drawdown of any part of that financial accommodation is not satisfied or waived or becomes incapable of being satisfied.
Offer Announcement and Investor Presentation	A statement in the offer 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 offer announcement or Investor Presentation.
Disclosures*	A statement in any of the offer materials (other than the offer announcement or Investor Presentation) or public information is or becomes misleading or deceptive or is likely to mislead or deceive, or a matter required to be included is omitted from the offer materials (other than the offer announcement or Investor Presentation).
Obligation to notify	An obligation arises on Elders to give ASX a notice in accordance with section 708AA(10) or 708AA(12) of the Corporations Act (as included in the Corporations Act by the ASIC rights issue instrument).
New Circumstance	A new circumstance arises or becomes known which, if known at the time of issue of the investor presentation and cleansing statement, would have been included in the investor presentation or the cleansing statement and which arises due to, or relates to, an event, fact or matter that is adverse to the group.
Cleansing Statement	The cleansing statement is defective, or a corrective statement is issued or is required to be issued under the Corporations Act (as modified by the ASIC rights issue instrument).
Forecasts	Any forecast or forward looking statement (including any financial forecast or statement of a future matter) that appears in the offer materials or public information is not based on reasonable grounds or becomes incapable of being met within the relevant period.
Market fall	The S&P/ASX 200 Index closes on any trading day from the announcement date until the First Settlement Date, or on the business day immediately prior to the First Settlement Date, at a level that is 15% or more below the level of that index as at the close of trading on the business day immediately preceding the date of the Underwriting Agreement.
Fraud	Elders or any of its directors or officers (as those terms are defined in the Corporations Act) are charged with engaging in, or having engaged in, any fraudulent conduct or activity whether or not in connection with the Entitlement Offer.

Overview of underwriting agreement terms

Listing	<p>(a) Elders ceases to be admitted to the official list of ASX or the securities are suspended from official quotation on the ASX (other than a voluntary suspension requested by Elders to facilitate the Entitlement Offer or the Acquisition);</p> <p>(b) ASX makes any official statement to the effect that, or notifies Elders or the Underwriter in writing that, it will not grant permission for the official quotation of the institutional offer securities, the institutional shortfall securities, the retail entitlement securities or the retail shortfall securities; or</p> <p>(c) if permission for the official quotation of the institutional offer securities, the institutional shortfall securities, the retail entitlement securities or the retail shortfall securities is granted before the date of allotment of those offer securities, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld.</p>
ASIC	An application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Entitlement Offer or an offer material, or ASIC commences any investigation or hearing under Part 3 of the ASIC act in relation to the Entitlement Offer or an offer material and any such application, inquiry or hearing is not withdrawn within 2 Business Days of when it is made, or if it is made within 2 business days of the First Settlement Date or the Second Settlement Date, it has not been withdrawn by 9.00am on such date.
Certificate not provided	Elders does not provide a certificate as and when required by the Underwriting Agreement.
Withdrawal	Elders withdraws the Entitlement Offer.
Insolvency events	Any group member becomes insolvent, or there is an act or omission which is likely to result in a group member becoming insolvent.
Timetable	Any event specified in the timetable to occur before Wednesday, 27 November 2024 (the First Allotment Date), or on the First Allotment Date, is delayed by one business day or more, or an event specified in the timetable to occur after the First Allotment Date is delayed by two business days or more, in any such case, 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 without the prior written consent of the Underwriter.
Unable to issue offer securities	Elders is prevented from allotting and issuing the offer securities within the time required by the listing rules, by applicable laws, an order of a court of competent jurisdiction or a governmental agency.
Regulatory approval	<p>If a regulatory body:</p> <p>(a) withdraws;</p> <p>(b) revokes; or</p> <p>(c) *amends,</p> <p>any regulatory approvals required for Elders to perform its obligations under the Underwriting Agreement or to carry out the transactions contemplated by the offer materials.</p>
Force majeure	There is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any governmental agency which makes it illegal for the Underwriter to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Entitlement Offer.
Prosecution	<p>Any of the following occur:</p> <p>(a) a director of Elders or the Chief Executive Officer of Elders is charged with an indictable offence relating to financial or corporate matters; or</p> <p>(b) *any governmental agency charges or commences any court proceedings or public action against Elders or any of its directors or announces that it intends to do so; or</p> <p>(c) any director of Elders is disqualified from managing a corporation under Part 2D.6 of the Corporations Act.</p>

Overview of underwriting agreement terms

Change in Issuer's management*	A proposed change of the chairman or chief executive officer of Elders occurs.
Change in Target's management	A proposed change of the chief executive officer of Delta occurs.
Disclosures in the Due Diligence Committee Report and any other information*	The due diligence committee report or verification material or any other information supplied by or on behalf of Elders to the Underwriter in relation to the group, the Entitlement Offer or the Acquisition is (or is likely to), or becomes (or becomes likely to be), misleading or deceptive, including by way of omission.
Adverse change*	Any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the group, including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the group from those respectively disclosed to ASX by Elders prior to the date of the Underwriting Agreement.
Change of law*	There is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, including ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement).
Representations and warranties*	A representation, warranty, undertaking or obligation given under the Underwriting Agreement by Elders is breached, becomes not true or correct or is not performed.
Breach*	Elders defaults on any of its obligations under the Underwriting Agreement.
Hostilities*	<p>Hostilities not presently existing commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not), in either case, involving any one or more of Australia, the United States, New Zealand, the People's Republic of China, the United Kingdom, South Korea, Israel, Iran, any member of the European Union or any member state of the North Atlantic Treaty Organization, or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries or:</p> <p>(a) nuclear weapons of any sort are used in connection with; or</p> <p>(b) the military of any member state of the North Atlantic Treaty Organization becomes directly involved in, the Ukraine conflict that is ongoing at the date of the Underwriting Agreement.</p>
Certificate incorrect*	A statement in any certificate is false, misleading, inaccurate or untrue or incorrect.
Disruption in financial markets*	<p>Any of the following occurs:</p> <p>(a) a general moratorium on commercial banking activities in Australia, New Zealand, the United Kingdom or the United States 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;</p> <p>(b) any adverse effect or disruption on the financial markets in Australia, the United Kingdom, the United States or New Zealand; or</p> <p>(c) trading in all securities quoted or listed on ASX, NZX or the New York Stock Exchange is suspended for at least 1 day on which that exchange is open for trading.</p>

No event listed above with an (*) entitles the Underwriter to exercise its termination rights unless it has reasonable grounds to believe, and does believe, that the event:

- (a) has or is likely to have a material adverse effect on the success or settlement or marketing of the Entitlement Offer; or
- (b) will, or is likely to:
 - (i) give rise to a liability of the Underwriter under any applicable law; or
 - (ii) 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.

If the Underwriter terminates its obligations under the Underwriting Agreement, the Underwriter will not be obliged to perform any of its obligations that remain to be performed.

NOT FOR RELEASE
US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES
For personal use only

Elders

