

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Elders Limited (**Company**)

ABN

34 004 336 636

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities issued or to be issued Fully paid ordinary shares in the Company (each a **New Share**).

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+ See chapter 19 for defined terms.

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2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<p><b>Entitlement Offer</b> Approximately 17,457,603 New Shares will be issued pursuant to the terms of the underwritten accelerated pro rata non-renounceable entitlement offer (<b>Entitlement Offer</b>) as announced to ASX by the Company on Monday, 15 July 2019.</p> <p>The final number of New Shares issued under the Entitlement Offer, and the split of those New Shares between the institutional (<b>Institutional Entitlement Offer</b>) and retail tranches (<b>Retail Entitlement Offer</b>) of the Entitlement Offer, will be subject to the determination of the Company and holding reconciliation and rounding.</p> <p><b>Placement</b> 7,227,082 New Shares will be issued on Wednesday, 24 July 2019 under an underwritten placement (<b>Placement</b>) as announced to ASX by the Company on Monday, 15 July 2019.</p>
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The New Shares are fully paid ordinary shares.

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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p>
<p>5 Issue price or consideration</p>	<p>Entitlement Offer: \$5.55 per New Share (Entitlements not taken up in the Institutional Entitlement Offer will be offered for sale at the Placement price in a bookbuild)</p> <p>Placement: \$5.55 per New Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The gross proceeds of the Entitlement Offer and the Placement (together, the <b>Capital Raising</b>) will be used to fund the proposed acquisition of 100% of the shares in AIRR Holdings Limited by way of a recommended scheme of arrangement.</p> <p>Surplus funds raised, if any, will be used for repayment of debt and payment of costs associated with the Capital Raising.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Not applicable.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable.</p>

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6c	Number of +securities issued without security holder approval under rule 7.1	7,227,082 New Shares.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	Approximately 17,457,603 under the Entitlement Offer
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR 7.1 – 10,317,808.40 LR 7.1A – not applicable
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The proposed allotment date for the New Shares under the Placement and Institutional Entitlement Offer will be Wednesday, 24 July 2019.</p> <p>The proposed allotment date for the New Shares under the Retail Entitlement Offer will be Monday, 12 August 2019.</p>

+ See chapter 19 for defined terms.

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		141,650,621	Fully paid ordinary shares
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		1,976,000	Unlisted performance rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing ordinary shares	

## Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the <sup>+</sup> securities will be offered	1 New Share for each 6.7 existing shares held as at the record date.
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares.
15	<sup>+</sup> Record date to determine entitlements	7.00pm (Melbourne time) on Wednesday, 17 July 2019.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Rounded up to the nearest whole number.

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18 Names of countries in which the entity has security holders who will not be sent new offer documents	For the Retail Entitlement Offer, all countries except for Australia and New Zealand.
Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Institutional Entitlement Offer and the Placement, refer to the investor presentation.
19 Closing date for receipt of acceptances or renunciations	The closing date for acceptance of the New Shares issued under the Institutional Entitlement Offer and Placement will be Tuesday, 16 July 2019.  The closing date for acceptance of the New Shares issued under the Retail Entitlement Offer will be 5.00pm (Melbourne time) on Monday, 5 August 2019.
20 Names of any underwriters	Macquarie Capital (Australia) Limited
21 Amount of any underwriting fee or commission	An underwriting fee of 2.00% of the sum of the proceeds of the Institutional Entitlement Offer and the Placement and a management fee of 0.50% of the sum of the proceeds of the Institutional Entitlement Offer and the Placement.  An underwriting fee of 2.00% of the proceeds of the Retail Entitlement Offer and a management fee of 0.50% of the proceeds of the Retail Entitlement Offer.  An additional incentive fee of an amount up to 0.50% of the Entitlement Offer proceeds may also be payable at the absolute discretion of the Company acting reasonably and in good faith.
22 Names of any brokers to the issue	Not applicable.
23 Fee or commission payable to the broker to the issue	Not applicable.
24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.

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25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	A Retail Offer Booklet and entitlement and acceptance form in respect of the Retail Entitlement Offer will be sent to eligible retail shareholders on Monday, 22 July 2019.  No prospectus or Product Disclosure Statement will be produced.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	+Issue date	The proposed allotment date for the New Shares under the Institutional Entitlement Offer and Placement will be Wednesday, 24 July 2019.  The proposed allotment date for the New Shares under the Retail Entitlement Offer will be Monday, 12 August 2019.

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**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  ..... Date: .15 July 2019  
Company secretary

Print name: Peter Hastings

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## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	115,818,637 (15 June 2018)
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	857,200 (12 November 2018)  61,609 (14 December 2018)  228,490 (21 June 2019)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
<b>“A”</b>	116,965,936

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<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	17,544,890.40
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	7,227,082 (Placement)
“C”	7,227,082
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	17,544,890.40
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	7,227,082
<b>Total</b> [“A” x 0.15] – “C”	10,317,808.40  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p><b>“A”</b></p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
<b>Step 2: Calculate 10% of “A”</b>	
<p><b>“D”</b></p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<p><b>Multiply “A” by 0.10</b></p>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<p><b>“E”</b></p>	

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> ["A" x 0.10] – "E"  <i>Note: this is the remaining placement capacity under rule 7.1A</i>	

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