



18 October 2019

## AIRR SCHEME ELECTION RESULTS AND APPLICABLE SCALEBACK

Elders Limited (ASX:ELD) (**Elders**) refers to its previous announcements regarding Elders' proposed acquisition of AIRR Holdings Limited (**AIRR**) by way of scheme of arrangement (**Scheme**).

Attached is an announcement from AIRR to AIRR shareholders regarding the results of elections for Scheme consideration and the application of the scaleback.



**Australian Independent Rural Retailers**  
**ABN** 36 112 308 835  
**Head Office**  
74-76 Drummond Road, Shepparton VIC, 3630  
**T** (03) 5821 0922 **F** (03) 5821 0944  
**E** salesvic@airr.com.au  
[www.airr.com.au](http://www.airr.com.au)

18 October 2019

**AIRR HOLDINGS LIMITED**  
**SCHEME OF ARRANGEMENT- SCALEBACK**  
**SHAREHOLDER UPDATE**

Dear AIRR Shareholder,

Under the AIRR Scheme of Arrangement, AIRR Shareholders were able to make an election to receive scheme consideration in the form of Maximum Share Consideration or Maximum Cash Consideration, subject to scaleback arrangements. The results of the elections and calculation of the Scaleback Arrangements are summarised below. The Explanatory Booklet sets out the definitions of terms used below.

***Maximum Cash Consideration***

The total number of valid elections of Maximum Cash Consideration did not exceed the Cash Consideration Cap and a Scaleback Arrangement has not been applied to AIRR Shareholders that elected to receive Maximum Cash Consideration. Therefore, if you elected to receive Maximum Cash Consideration you will receive your Scheme Consideration as all cash as set out below:

|  |         |
|--|---------|
| Number of Elders Shares per AIRR Share   | -       |
| Value of Share Consideration per AIRR Share (at \$6.03 per Elders share)                                   | -       |
| Cash consideration received per share  | \$8.00  |
| Scheme Consideration   | \$8.00  |
| Fully franked Permitted Special Dividend (Record Date 5.00pm AEDT Friday, 1 November 2019) (if applicable) | \$2.60  |
| Final Dividend (paid to AIRR Shareholders on Friday, 27 September 2019)                                    | \$0.25  |
| Total dividends  | \$2.85  |
| Total Consideration (inc. Dividends)   | \$10.85 |

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**Maximum Share Consideration**

The total number of valid elections of Maximum Share Consideration exceeded the Share Consideration Cap and a Scaleback Arrangement has been applied to AIRR Shareholders that elected to receive Maximum Share Consideration. Therefore, if you elected to receive Maximum Share Consideration you will receive a portion of your Scheme Consideration as cash and as set out below:

|  |         |
|--|---------|
| Number of Elders Shares per AIRR Share   | 1.140   |
| Value of Share Consideration per AIRR Share (at \$6.03 per Elders share)                                   | \$6.872 |
| Cash Consideration received per share  | \$1.128 |
| Scheme Consideration   | \$8.00  |
| Fully franked Permitted Special Dividend (Record Date 5.00pm AEDT Friday, 1 November 2019) (if applicable) | \$2.60  |
| Final Dividend (paid to AIRR Shareholders on Friday, 27 September 2019)                                    | \$0.25  |
| Total dividends  | \$2.85  |
|  |         |
| Total Consideration (inc. Dividends)   | \$10.85 |

**Default Consideration**

If you did not make a valid election or you returned a blank election form you will receive the Default Consideration as set out below:

|  |         |
|--|---------|
| Number of Elders Shares per AIRR Share   | 0.90    |
| Value of Share Consideration per AIRR Share (at \$6.03 per Elders share)                   | \$5.425 |
| Cash consideration received per share  | \$2.575 |
| Scheme Consideration   | \$8.00  |
| Fully franked Permitted Special Dividend (Record Date 5.00pm AEDT Friday, 1 November 2019) | \$2.60  |
| Final Dividend (paid to AIRR Shareholders on Friday, 27 September 2019)                    | \$0.25  |
| Total dividends  | \$2.85  |
|  |         |
| Total Consideration (inc. Dividends)   | \$10.85 |

If you wish to vote on the resolutions at the AGM or the Scheme meeting by proxy you have until 10.00am AEDT Wednesday 23 October 2019 to return your proxy forms to Primary Markets or you may attend in person or by attorney or corporate representative next Friday 25 October 2019 at the Bayview on the Park.

We encourage all AIRR Shareholders to have their say and lodge their proxies.

Given vote timing requirements and Australia Post delivery schedules, we suggest that proxy votes be lodged by email.

The directors maintain their recommendations as previously expressed in favour of all resolutions at both the AGM and the Scheme Meeting, in the absence of a superior offer.

As always please do not hesitate to contact us with any queries.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Craig Farrow', written in a cursive style.

**Craig Farrow**

Chairman