



SHARE TRADING POLICY

Namoi Cotton 010 485 588

www.namoicotton.com.au



1. PURPOSE

The Namoi Cotton Limited (Company) Share Trading Policy (**Policy**) sets out the Company's policy for trading and dealing in **Namoi Cotton Securities**.

2. SCOPE

This Policy applies to Directors, Key Management Personnel, Employees, Contractors and Consultants of Namoi Cotton and their Related Parties (**Designated Persons**). The insider trading provisions under the Corporations Act apply to all Designated Persons.

For this Policy, Key Management Personnel includes "officers" as defined in the Corporations Act, members of senior management and anyone who has access to unpublished price sensitive information.

This Policy outlines:

- a) when a Designated Person may not Deal in Namoi Cotton Securities;
- b) when a Designated Person may not Deal in quoted securities of another entity; and
- c) limited exceptions.

3. REFERENCES

- ASX Listing Rules
- Corporations Act 2001 (Cth)

4. DEFINITIONS

ASX means Australian Securities Exchange Limited.

Deal means trade, sell or purchase (or enter into an agreement to do so).

Chief Executive Officer means the Chief Executive Officer for Namoi Cotton.

Chairperson means the Chairperson for Namoi Cotton.

Company Secretary means the Company Secretary for Namoi Cotton.

Namoi Cotton means Namoi Cotton Limited ACN 010 485 588.

Related Parties includes companies, superannuation funds, spouses or de facto spouses.

Securities being the Namoi Cotton Ordinary Shares traded on the ASX, options, performance rights, convertible notes and other securities issued by Namoi Cotton.



5. BACKGROUND

Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a Designated Person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of Namoi Cotton securities (**price sensitive information**) to:

- a) Deal (i.e. buy, sell or otherwise trade) in Namoi Cotton Securities or enter into an agreement to do so;
- b) advise, procure or encourage another person to Deal in Namoi Cotton Securities or procure the other person to enter into an agreement to do so; and
- c) pass on information to any other person, if they know or should reasonably know that the person may use the information to Deal in Namoi Cotton Securities.

6. PRICE SENSITIVE INFORMATION

Price sensitive information means information relating to Namoi Cotton which would, if the information were publicly known, be likely to:

- a) have a material effect on the price or value of Namoi Cotton Securities; or
- b) influence persons who commonly invest in securities in deciding whether or not to Deal in Namoi Cotton Securities.

Examples of price sensitive information include:

- a) the financial performance of Namoi Cotton against its budget;
- b) entry into or termination of material contracts;
- c) material acquisitions or realisations of assets by Namoi Cotton;
- d) a proposed dividend or other distribution or a change in dividend policy; or
- e) a material claim against Namoi Cotton or other unexpected liability.

Information is generally available if:

- a) it consists of readily observable material; or
- b) it has been brought to the attention of investors through an announcement to the ASX Market Announcement Platform and a reasonable period (24 hrs) has elapsed since the announcement.

7. SPECIFIC PROHIBITED PERIODS

Designated Persons **MAY NOT DEAL** in Namoi Cotton Securities during the following periods:

- a) the period from the close of trading on the ASX at the end of the Company's financial year (28 February, or 29 February in a leap year) until the commencement of trading on the second business day following the announcement of the full year financial results to the ASX;
- b) the period from the close of trading on the ASX at the end of the Company's half year (31 August) until the commencement of trading on the second business day following the announcement of the half year financial results to the ASX; and
- c) at any other specified period as determined by the Board of Namoi Cotton.

The above period for Designated Persons in which they may not Deal is referred to as the "**Closed Window**"; all other periods are referred to as the "**Dealing Window**".

During a Dealing Window, it will be unlawful under the insider trading laws for a Designated Person to Deal in Namoi Cotton Securities where they possess price sensitive information.

8. DIRECTORS AND KEY PERSONNEL NOTIFICATION

Prior to any Director or Key Management Personnel dealing in Namoi Cotton Securities, they must advise of the proposed dealing to the relevant Notification Officer in Schedule 1.

The Director or Key Management Personnel proposing to Deal in Namoi Cotton Securities (or enter into an agreement to do so) must first complete and forward to the Company Secretary the "Securities Notification Form to Deal" in Schedule 2.

If a Director or Key Management Personnel Deal in Namoi Cotton Securities, then the individual must notify the Company Secretary of the details for the Deal which includes:

- a) the number of Namoi Cotton Securities for the trade; and
- b) the unit price paid or received for the Namoi Cotton Securities

within 2 business days of the Deal having taken place.

9. BREACHES OF THIS POLICY

If you breach the insider trading laws, you may be subject to:

- a) Criminal liability – penalties may include heavy fines or imprisonment or both; and/or
- b) Civil liability (unlimited) – you can be sued by another party or Namoi Cotton for loss suffered as a result of illegal trading activities.



A breach of the law and/or this Policy will also be regarded by Namoi Cotton as serious misconduct which may lead to disciplinary action and/or dismissal.

10. TRADING WITH PERMISSION AND EXEMPTIONS

If there are exceptional circumstances and the person in question does not possess price sensitive information, then approval may be given by the Chairperson allowing the person to Deal in Namoi Cotton Securities inside the Closed Window. Any approval to be considered by the Chairperson for trading inside the Closed Window will be subject to the Designated Person confirming in writing, prior to any dealing, that they do not possess any price sensitive information about Namoi Cotton.

Only in exceptional circumstances will approval for the disposal of the Company's securities during this closed window be forthcoming. Examples of such circumstances are:

- Where severe financial difficulty or hardship can be demonstrated.
- By Order of a Court of Australia.

At no time will approval for the purchase of the Company's securities be granted to designated employees during the closed window.

The prohibition in this Policy in dealing in Namoi Cotton Securities inside the Closed Window will not apply in the following circumstances:

- a) undertaking to accept a takeover offer;
- b) trading under an offer or invitation made to all Namoi Cotton Shareholders under a rights issue or equal access buy-back or dividend re- investment plan;
- c) transfer of Namoi Cotton Securities already held in a superannuation fund in which the Designated Person is a beneficiary;
- d) an investment in Namoi Cotton Securities where the assets of the fund are invested at the discretion of a third party; and
- e) the exercise of an option or right under an employee incentive scheme where the final date falls inside the Closed Window and the designated person could not have reasonably exercised the option or right during the Closed Window.

11. CONFIDENTIAL INFORMATION

All price sensitive information about Namoi Cotton must be treated as confidential.

Designated persons also have a duty of confidentiality to the Company. A person must not reveal any confidential information concerning the Company; use that information in any way that may cause loss to the Company or use that information to gain an advantage for themselves or anyone else.

12. COMMUNICATING INSIDE INFORMATION

1. A Designated Person must not directly or indirectly communicate price sensitive information in relation to Namoi Cotton Securities or quoted securities relating to another entity, if they know, or ought reasonably to know, that the other person would be likely to:
 - a) Deal in relevant Securities; or
 - b) procure another person to so Deal.
2. The provisions of this clause do not limit, and are additional to, other duties of confidentiality.

13. NOTICE OF CHANGE IN DIRECTOR'S INTEREST

1. If a Designated Person is a director, they must ensure that an Appendix 3Y Change of Directors' Interest Notice is completed and provided to the Company Secretary within 2 business days after the completion of any Dealing in Namoi Cotton Securities or the securities of a related body corporate.
2. The Company Secretary must provide the Appendix 3Y notice to ASX within 5 business days after the transaction's completion.

14. SPECULATIVE DEALING

A Designated Person may not Deal in Namoi Cotton Securities on considerations of a short-term nature.

15. DERIVATIVES

1. Namoi Cotton may grant shares, options or performance rights to its employees as part of their remuneration entitlements. These grants will usually be subject to the satisfaction of performance hurdles before they vest in the Employee or Key Management Person. The use of derivatives over unvested Namoi Cotton Securities may allow value to be realised from those securities even if performance hurdles have not been met. This would break the intended connection between staff performance and shareholder best interests.
2. Employees or Key Management Persons are not permitted to use derivatives in relation to any unvested Namoi Cotton Securities in a way which would have the effect of providing greater benefit than would otherwise have been realised by the Employees or Key Management Persons in respect of the unvested Namoi Cotton Securities.
3. Employees or Key Management Persons may use derivatives in relation to vested Namoi Cotton Securities, provided any dealing complies with the balance of this Policy.



16. MARGIN LOANS

1. Designated Persons are prohibited from entering into margin loan arrangements to fund the acquisition of Namoi Cotton Securities or in relation to which Namoi Cotton Securities may be used as security against loan repayment.
2. Margin loans to support an investment in Namoi Cotton Securities can compromise compliance with this Policy, as the loan's terms may compel the sale of securities during a prohibited period or when the Designated Person has relevant price sensitive information.

17. FURTHER INFORMATION

Any questions regarding this Policy should be directed to the Company Secretary or Chief Executive Officer.

18. EMPLOYMENT AND MONITORING OF COMPLIANCE

All Senior Management, Key Management Personnel and Directors will be required to have reviewed and confirm their understanding of the Namoi Cotton Share Trading Policy, and contact the Company Secretary if they have any questions, prior to seeking approval to deal in Namoi Cotton Securities.

19. APPROVAL

The Namoi Cotton Share Trading Policy was approved by the Board of Namoi Cotton Limited on 10 October 2017; updated and approved by the Board on 28 April 2020; updated and approved by the Board on 21 June 2021 updated and approved by the Board on 11 December 2023

This Share Trading Policy will be reviewed as required.

20. PUBLICATION

The Namoi Cotton Share Trading Policy is available on the Namoi Cotton website and on the ASX market announcements platform.

NAMOI COTTON SHARE TRADING POLICY

SCHEDULE 1 – NOTIFICATION OFFICERS

In this Policy the relevant Notification Officer(s) for each of the Key Management

Person is as set out in the table below:

KEY MANAGEMENT PERSON	NOTIFICATION OFFICER(S)
Chairperson	Chairperson of the Audit Committee
Chief Executive Officer	Chairperson
Directors	Chairperson
Company Secretary	Chairperson
All other Key Management Personnel	Company Secretary



SCHEDULE 2 – SECURITIES NOTIFICATION FORM AND APPROVAL REQUEST

In accordance with the requirements of the Namoi Cotton Limited Securities Share Trading Policy (Policy), Designated Persons (and certain other persons in particular cases) must provide prior notification to and obtain approval from the relevant notification officer before dealing in Namoi Cotton Securities and dealing in certain other Securities from time to time. Terms defined in the Share Trading Policy apply in this document.

For completion by Designated Person or other person requesting approval under this Share Trading Policy.

Name:	Position:
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I request approval for the following dealing in Securities:

Number of Securities:	
Nature of proposed dealing:	[BUY / SELL, reasons for dealing and number of securities]
Name of Person dealing:	
Number of shares held after trade	

I confirm:

- have read and understand the Share Trading Policy and confirm that the above dealing will not contravene the Share Trading Policy or any applicable laws.
- The above dealing will not occur until approval in accordance with the Share Trading Policy is given, and then only in accordance with the Share Trading Policy (including in relation to the time period for which the approval is valid).
- understand that approval under the Share Trading Policy (if given) will not be an endorsement of the above dealing, and that I remain individually responsible for complying with any applicable laws and the Share Trading Policy.



- *I am seeking approval to BUY Namoi Cotton shares
- *I am seeking approval to SELL Namoi Cotton shares and confirm that I remain in compliance with the minimum shareholding requirement applicable to me set out in Minimum Shareholding Policy OR the nature of the proposed dealing described above is permitted under the Minimum Shareholding Policy.
- *I am applying for an EXEMPTION under section 3.1.3 of this Policy for exceptional circumstances that justify a sale of the relevant Namoi Cotton Securities as the only reasonable course of action and these are attached to this document.

(* Delete whichever is inapplicable)

Signed:	Date:
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APPLICANT

For completion by applicable Namoi Cotton officer under the Share Trading Policy (tick relevant box)

Approval for the above dealing:

- has been granted and is valid for:
 - business days from the date of approval (default period)*
 - _____ days from the date of this approval*

(* Delete whichever is inapplicable)

- has been refused

Signed:	Date:
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DESIGNATED OFFICER