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\* Associated Firm

\*\* In cooperation with  
Trench, Rossi e Watanabe  
Advogados

9 July 2024

Markets Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear ASX

## Extension of takeover bid by Olam Agri for Namoi

We act for Olam Agri Australia Pty Ltd (**Olam Agri**) in relation to its off-market takeover offer to acquire all of the shares in Namoi Cotton Limited (**Namoi**).

In accordance with section 650D of the Corporations Act, we enclose a notice extending the closing date for the offer to 7:00pm (Sydney time) on **13 August 2024** unless extended.

The notice has been lodged with the Australian Securities and Investments Commission and will be given to Namoi and to each person to whom offers were made under the bid.

Yours sincerely



Richard Lustig  
Partner

+61 3 9617 4433  
Richard.Lustig@bakermckenzie.com



Riccardo Troiano  
Partner

+61 3 9617 4247  
Riccardo.Troiano@bakermckenzie.com



Olam Agri Australia Pty Ltd  
ACN 677 122 468  
55 Wyandra St  
Newstead QLD 4006  
Australia

This is a notice under section 650D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) given by Olam Agri Australia Pty Ltd (ACN 677 122 468) (**Olam Agri**) in relation to its off-market takeover offer to acquire all of the fully paid ordinary shares in Namoi Cotton Limited (ACN 010 485 588) (**Namoi**) (the **Offer**), the terms of which are contained in its replacement bidder's statement dated 16 May 2024 (as supplemented or replaced from time to time) (**Bidder's Statement**).

Capitalised terms used in this notice have the same meaning given in the Bidder's Statement unless the context requires otherwise.

9 July 2024

Dear Namoi Shareholder

### **Notice of Variation: Extension of Offer Period to 13 August 2024**

Olam Agri is pleased to announce it has extended the closing date of the Offer to 7:00pm (Sydney time) on 13 August 2024.

We encourage you to act now and read the Bidder's Statement which is available at [www.olamoffer.com.au](http://www.olamoffer.com.au).

You may accept the Offer by:

- (a) logging into [www.olamoffer.com.au](http://www.olamoffer.com.au) and following the instructions;
- (b) completing and signing the accompanying personalised acceptance form and returning it to the address specified on the acceptance form;<sup>1</sup> or
- (c) if you are a CHESS sponsored holder, instructing your Controlling Participant (usually your broker) to accept the Offer on your behalf.

If you have already accepted the Offer, no action is required. For more information see section 10.3 of the Bidder's Statement.

If you have any questions in relation to this document, the Offer or how to accept the Offer, please call the Offer Information Line on 1300 265 749 (within Australia) or +61 3 9938 4364 (outside Australia), Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (Sydney time).

### **Notice of Variation of Offer**

Olam Agri gives notice pursuant to sections 650C and 650D of the Corporations Act that it varies the Offer by:

- (a) extending the Offer period so that the Offer will now close at 7:00pm (Sydney time) on **13 August 2024** (instead of 16 July 2024) unless extended; and
- (b) replacing the references to "16 July 2024" with "13 August 2024" in all places in the Bidder's Statement, in the previous notices and in all other instances where "16 July 2024" appears as the closing date of the Offer.

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<sup>1</sup> Your personalised acceptance form that accompanied Olam Agri's Bidder's Statement is still valid and can be used to accept the Offer.

## **Withdrawal Rights**

This extension of the Offer Period (in combination with the previous extension of the Offer Period) will result in a total extension of the Offer Period by more than one month. Accordingly, in addition to your withdrawal rights under the terms of the Offer set out in Section 10.15 of the Bidder's Statement and in accordance with section 650E of the Corporations Act, each Namoi Shareholder who has validly accepted the Offer on or before the date of this notice has the right to withdraw their acceptance of the Offer by giving written notice to Olam Agri (**Withdrawal Notice**) within one month beginning on the day after this notice is received by the relevant Namoi Shareholder (**Withdrawal Period**).

You may withdraw your acceptance of the Offer:

- (a) if any of your Namoi Shares are held in a CHESS Holding, by having your Controlling Participant transmit a valid originating message to ASX Settlement specifying the Namoi Shares to be released from sub position, in accordance with Rule 14.16 of the ASX Settlement Operating Rules; and
- (b) if any of your Namoi Shares are not held in a CHESS Holding, by sending a written notice to that effect signed by you (or on your behalf, in which case documentation proving that the person or persons signing the notice are authorised to do so must accompany the notice) to any of the following addresses:

By email:       corpactprocessing@computershare.com.au

By mail:       Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

If you are entitled to give, and you give, a Withdrawal Notice within the Withdrawal Period, Olam Agri must within 14 days after the day it receives the Withdrawal Notice:

- (a) return to you any documents that were sent by you to Olam Agri with your acceptance of the Offer; and
- (b) if any of your Namoi Shares are held in a CHESS Holding, transmit to ASX Settlement a valid message that authorises the release of your Namoi Shares from sub position in accordance with Rule 14.16 of the ASX Settlement Operating Rules.

Please call the Offer Information Line on 1300 265 749 (within Australia) or +61 3 9938 4364 (outside Australia), Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (Sydney time) if you require assistance.

## **New date for giving Notice of the Status of Conditions**

In accordance with section 630(2) of the Corporations Act, Olam Agri gives notice that as a result of the extension of the Offer period, the new date in section 10.17 of the Bidder's Statement to give notice as to the status of the Conditions is 6 August 2024.

As at the date of this notice, none of the Conditions have been freed or, so far as Olam Agri knows, fulfilled and accordingly the Offer remains subject to those Conditions.

A copy of this notice was lodged with ASIC and provided to ASX and Namoi on 9 July 2024. Neither ASIC nor ASX takes any responsibility for the contents of this notice.

This notice has been approved by a resolution of the directors of Olam Agri.

Signed for and on behalf of Olam Agri by:

A handwritten signature in black ink, appearing to read "Ashish Govil". The signature is written in a cursive style with a large initial 'A'.

Ashish Govil  
Director

# Olam Agri Australia Pty Ltd

ACN 677 122 468

NAMTK2  
MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

## Return your Form:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia



### By Email:

corpactprocessing@computershare.com.au



### By Online:

www.olamoffer.com.au

## For all enquiries:



### Phone:

(within Australia) 1300 265 749  
(outside Australia) +61 3 9938 4364

## Takeover Acceptance Form

## ISSUER

### Your form must be received by the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("**Offer**") by Olam Agri Australia Pty Ltd (ACN 677 122 468) ("**Olam Agri**"), to acquire all of your Namoi Shares in Namoi Cotton Limited (ACN 010 485 588) ("**Namoi**") the terms of which are set out in the Bidder's Statement from Olam Agri dated 9 May 2024 as replaced or supplemented (the "**Bidder's Statement**"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to your Namoi Shares by the details printed above and overleaf.

### Step 1: Registration Name & Offer Details

Your consideration for your Namoi Shares will be paid to the name(s) as they appear on the latest copy of the Namoi Register, as provided to Olam Agri. The current address recorded by Olam Agri is printed above and overleaf. If you have recently bought or sold Namoi Shares your holding may differ from that shown. If you have already sold all Your Namoi Shares, do not complete or return this form.

### Step 2: Accept the Offer

**Online:** Login to [www.olamoffer.com.au](http://www.olamoffer.com.au) and follow the instructions. You will need your HIN/SRN associated with your Namoi Shares to log in.

**By Mail:** Return this form using the enclosed envelope. Mark one of the two boxes in step 2 to accept the Offer for all or some of your Namoi Shares. If you mark box 2, insert the number of your Namoi Shares that you would like to accept into the Offer where indicated. If you do not mark one of the two boxes in step 2 or you mark both boxes (or if you make an invalid selection in step 2), you will be deemed to have elected to accept the Offer in respect of ALL of your Namoi Shares as recorded on the Namoi Register received by Olam Agri as being held by you at the date your acceptance is processed (even if different to the number stated in step 1).

By accepting this Offer, you acknowledge, represent and warrant that the statements contained in Section 10.7 of the Bidder's Statement are true and correct at the time of your acceptance of the Offer and at the time the transfer of Accepted Shares to Olam Agri is registered.

### Step 3: Non Withholding Declaration

Please refer to Section 8.3 of the Bidder's Statement for further details before completing Step 3 overleaf. If you mark the box in Step 3, Olam Agri will not withhold 12.5% of the Offer consideration payable to you, unless Olam Agri considers or reasonably believes the declaration is false in respect of the Namoi Shares to be disposed of by you.

**Penalties apply to the making of a false declaration.**

### Step 4: Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** Where signing as Power of Attorney ("**POA**"), you must attach an original certified copy of the POA to this form.

**Companies:** Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and sole company secretary **OR** a sole director (if no company secretary exists), **OR**
- two directors, **OR**
- a director and secretary.

**Overseas Companies:** Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

**Deceased Estate:** All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

If you have any queries about the terms of the Offer or how to accept, please call the Offer Information Line on 1300 265 749 (within Australia) or +61 3 9938 4364 (outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday (excluding public holidays) or contact your legal, financial, tax or other professional adviser.

**Turn over to complete the form** →



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# Takeover Acceptance Form

For your security keep your SRN/  
HIN confidential.

## STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at Register Date:

2000

## STEP 2 Accept the Offer

If you do not complete or make an invalid election below, you will be deemed to have elected to accept the Offer for ALL of your Namoi Shares as recorded on the Namoi Register received by Olam Agri, as being held by you at the date your acceptance is processed (even if different to the number stated in step 1). The consideration applicable is set out in the terms of the Offer. Your Acceptance Form must be received before the Offer closes.

- Mark this box if you wish to accept the Offer for all of your Namoi Shares.
- Mark this box if you wish to accept the Offer for some of your Namoi Shares.

If you mark box 2 above, insert the number of Your Namoi Shares that you would like to accept into the Offer:

## STEP 3 Non Withholding Declaration

Please refer to Section 8.3 of the Bidder's Statement for further details before completing the below section.

By marking this box, I/we declare that:

- I/we am/are an Australian tax resident(s) (residency declaration); or
- I/we am/are not Australian tax resident(s) and the Namoi Shares I/we, together with my/our 'associates', hold are 'membership interests' but not 'indirect Australian real property interests' (as those terms are defined in the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth), as relevant).

For Namoi Shares held in a CHESS holding, I/we authorise Olam Agri to inform my/our Controlling Participant on my/our behalf to select CHESS takeover consideration code **NAMOLA** to reflect the above Non-Withholding Declaration.

If I/we have not marked the box, I/we authorise Olam Agri to instruct my Controlling Participant on my/our behalf to select CHESS takeover consideration code **NAMWHT**.

## STEP 4 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by Olam Agri for the number of my/our Namoi Shares stated above and I/we agree to be bound by the terms and conditions of the Offer and transfer the accepted number of my/our Namoi Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary  
(cross out titles as applicable)

Contact  
Name

Contact  
Daytime  
Telephone

Date / /

## Privacy Notice

The personal information you provide on this form is collected by CIS for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Olam Agri. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Olam Agri or to third parties upon direction by Olam Agri where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.