

6 August 2024

By electronic lodgement

Market Announcements Office
ASX Limited
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Sydney NSW 2000

Your Ref

File No. 011927036

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Takeover bid by Louis Dreyfus Company for Namoi Cotton Limited (ASX: NAM) – Variation of takeover bid

We act for Louis Dreyfus Company Melbourne Holdings Pty Ltd (ACN 161 877 185) (**LDC**), a wholly owned subsidiary of Louis Dreyfus Company B.V. (which, collectively with its subsidiaries is the **LDC Group**).

On 7 May 2024, LDC lodged a replacement bidder's statement in relation to its off-market takeover offer (**Offer**) to acquire all of the ordinary shares in Namoi Cotton Limited (ACN 010 485 588) (ASX: NAM) (**Namoi**) not currently owned or controlled by the LDC Group.

On behalf of LDC, we **enclose** a notice pursuant to section 650D of the *Corporations Act 2001* (Cth) (as notionally modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*) (**Corporations Act**) extending the closing date for the Offer to 7.00 pm (Sydney time) on 23 August 2024, unless extended or withdrawn in accordance with the Corporations Act.

The notice has been lodged with the Australian Securities and Investments Commission and will be given to Namoi and to each person referred to in sections 650D(1)(c) and 650D(2) of the Corporations Act.

Yours sincerely
Arnold Bloch Leibler

Jeremy Leibler
Partner

Jason van Grieken
Partner

Enc



Louis Dreyfus Company

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This is a notice under section 650D(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) given by Louis Dreyfus Company Melbourne Holdings Pty Ltd (ACN 161 877 185) (**LDC**) 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) (ASX: NAM) (**Namoi**), which LDC (or its associates) does not already own or control (the **Offer**), the terms of which are contained in its replacement bidder's statement dated 7 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.

LDC takeover offer for Namoi Shares **Notice of variation: extension of Offer Period to 23 August 2024**

6 August 2024

Dear Namoi Shareholder

Extension of Offer Period to 23 August 2024

LDC is pleased to advise it has extended the closing date of the Offer to **7.00 pm (Sydney time) on 23 August 2024**.

We encourage you to act now and read the Bidder's Statement which is available at www.ldcoffer.com.au

You may accept the Offer by:

- (a) logging into www.ldcoffer.com.au and following the instructions;
- (b) completing and signing the enclosed, personalised acceptance form and returning it to the address specified on the acceptance form; ¹ 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 265 238 (within Australia) or +61 3 9415 4833 (outside Australia), Monday to Friday between 9.00 am and 5.00 pm (Sydney time).

Notice of variation of Offer

LDC hereby 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 23 August 2024 (instead of 13 August 2024), unless further extended in accordance with the Corporations Act; and

¹ Your personalised acceptance form that was enclosed with LDC's replacement bidder's statement dated 7 May 2024 is still valid and can be used to accept the Offer. If you have already accepted the Offer, you do not need to give LDC another acceptance form.

- (b) replacing the references to “13 August 2024” with “23 August 2024” in all places in the Bidder’s Statement, in the previous notices and in all other instances where “13 August 2024” appears as the closing date of the Offer.

Withdrawal Rights

This extension of the Offer Period (in combination with previous extensions of the Offer Period) results in a total extension of the Offer Period by more than 1 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 LDC (**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, before the end of 14 days after the day on which LDC receives the Withdrawal Notice, LDC will:

- (a) return to you any documents that were sent by you to LDC 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 265 238 (within Australia) or +61 3 9415 4833 (outside Australia), Monday to Friday between 9.00am and 5.00pm (Sydney time) if you require assistance.

New date for giving notice as to the status of conditions

In accordance with section 630(2) of the Corporations Act, LDC 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 16 August 2024.

Pursuant to the notice given by LDC under section 630(4) of the Corporations Act to the ASX, dated 1 August 2024, the Offer was freed from the ACCC Clearance Condition set out in section 10.14(c) of the Bidder’s Statement.

As at the date of this notice, the remaining Conditions have not yet been freed or, so far as LDC knows, not yet been fulfilled and accordingly the Offer remains subject to those remaining Conditions as summarised in section 10.14 of the Bidder’s Statement.

A copy of this notice was lodged with ASIC on 6 August 2024. ASIC takes no responsibility for the contents of this Notice.

This notice to extend the Offer Period has been approved by a resolution passed by the directors of LDC.

Signed for and on behalf of Louis Dreyfus Company Melbourne Holdings Pty Ltd by:



Rubens de Azevedo Marques Neto

Director