

Asia Pacific

Bangkok
Beijing
Brisbane
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta
Kuala Lumpur*
Manila*
Melbourne
Seoul
Shanghai
Singapore
Sydney
Taipei
Tokyo
Yangon

**Europe, Middle East
& Africa**

Abu Dhabi
Almaty
Amsterdam
Antwerp
Bahrain
Barcelona
Berlin
Brussels
Budapest
Cairo
Casablanca
Doha
Dubai
Dusseldorf
Frankfurt/Main
Geneva
Istanbul
Jeddah*
Johannesburg
Kyiv
London
Luxembourg
Madrid
Milan
Munich
Paris
Prague
Riyadh*
Rome
Stockholm
Vienna
Warsaw
Zurich

The Americas

Bogota
Brasilia**
Buenos Aires
Caracas
Chicago
Dallas
Guadalajara
Houston
Juarez
Lima
Los Angeles
Mexico City
Miami
Monterrey
New York
Palo Alto
Porto Alegre**
Rio de Janeiro**
San Francisco
Santiago
Sao Paulo**
Tijuana
Toronto
Washington, DC

* Associated Firm

** In cooperation with
Trench, Rossi e Watanabe
Advogados

16 May 2024

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

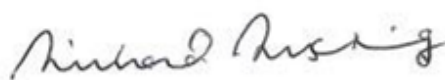
Dear ASX

Form 603 - Notice of Initial Substantial Holder – Olam Agri takeover offer 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 ordinary shares in Namoi Cotton Limited (**Namoi**).

In accordance with section 671B(1)(c) of the Corporations Act, we enclose a notice of initial substantial holder on behalf of Olam Agri and its associates.

Yours sincerely



Richard Lustig
Partner

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



Riccardo Troiano
Partner

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

For personal use only

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Namoi Cotton Limited

ACN/ARSN 010 485 588

1. Details of substantial holder (1)

Name Olam Agri Australia Pty Ltd and each entity listed in Annexure A

ACN/ARSN (if applicable) 677 122 468

The holder became a substantial holder on 16 / 05 / 2024

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities(4)	Number of securities	Person's votes(5)	Voting power (6)
Nil	Nil	Nil	Nil – Form lodged pursuant to Section 671(B)(c) of the Corporations Act.

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Nil – Form lodged pursuant to Section 671(B)(c) of the Corporations Act.	Nil	Nil

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Nil	Nil	Nil	Nil

For personal use only

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Nil	Nil	Nil	Nil	Nil

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Each entity listed in Annexure A	Olam Agri Australia Pty Ltd and each entity listed in Annexure A are associates of each other pursuant to section 9 of the Corporations Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Olam Agri Australia Pty Ltd and each Australian entity listed in Annexure A	55 Wyandra Street, Newstead QLD 4006
Each Singapore entity listed in Annexure A	7 Straits View, #20-01 Marina One East Tower, Singapore 018936

Signature

print name	Ashish Govil	capacity	Director
sign here		Date	16 / 05 / 2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A – Entities which are Associates of Olam Agri Holdings Limited

This is Annexure A of 1 page referred to in Form 603 Notice of Initial Substantial Holder.



Name: Ashish Govil

Date: 16 May 2024

Entity	Place of incorporation / formation
Olam Holdings Pte Ltd	Singapore
Olam Agri Pte Ltd	Singapore
Olam Group Limited	Singapore
Olam Global Agri Pte Ltd	Singapore
Olam Agri Holdco Australia Pty Ltd	Australia
Olam Investments Australia Pty Ltd	Australia
Olam Australia Pty Ltd	Australia
Queensland Cotton Holdings Pty Ltd	Australia
Queensland Cotton Corporation Pty Ltd	Australia
ProClass Pty Ltd	Australia
Cotton JV Pty Limited	Australia
Coleambally Ginning Pty Ltd	Australia

For personal use only