

**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 **Kaplan Equity Limited (KEL) and its management entities (KEL Entities)**ACN/ARSN (if applicable) **162 335 864**The holder became a substantial holder on **10/10/2017****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)
<b>Ordinary shares</b>	<b>8,915,978</b>	<b>8,915,978</b>	<b>9.17%</b>

**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
<b>Refer Annexure 'A'</b>		

**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
<b>Refer Annexure 'A'</b>			

**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	
<b>Refer Annexure 'A'</b>				

**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
N/A	

**7. Addresses**

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

Name	Address
Refer Annexure 'A'	

**Signature**

print name

SAM KAPLAN

capacity

DIRECTOR

sign here

S. Kaplan

date

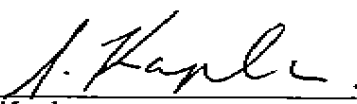
11 / 10 / 2017

**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.

This is Annexure "A" of 3 pages referred to in Form 603 signed by me dated 11<sup>th</sup> October 2017

  
**Sam Kaplan**  
**Director**

### 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 (6)	Class and number of securities
KEL	Beneficial owner of securities and so has a relevant interest in the securities under section 608(1) of the Corporations Act	ORD 8,915,978
KIL Management Pty Ltd (ACN 162 220 715)	Has the power to control the exercise of voting rights attached to securities held by KEL and so has a relevant interest under section 608(1)(c) of the Corporations Act	ORD 8,915,978
Kaplan Funds Management Pty Limited (ACN 079 218 643)	Holds over 20% voting power in KIL Management Pty Limited and so has a relevant interest under section 608(3)(a) of the Corporations Act	ORD 8,915,978
Taverners No. 10 Pty Limited (ACN 097 860 154)	Holds over 20% voting power in KIL Management Pty Limited and so has a relevant interest under section 608(3)(a) of the Corporations Act	ORD 8,915,978
Taverners Holdings (Aust) Pty Limited (ACN 050 995 965)	Holds over 20% voting power in Taverners No. 10 Pty Limited and so has a relevant interest under section 608(3)(a) of the Corporations Act	ORD 8,915,978

### 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
KEL	National Nominees Limited	KEL	ORD 8,915,978
KIL Management Pty Ltd (ACN 162 220 715)	National Nominees Limited	KEL	ORD 8,915,978

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Kaplan Funds Management Pty Limited (ACN 079 218 643)	National Nominees Limited	KEL	ORD 8,915,978
Taverners No. 10 Pty Limited (ACN 097 860 154)	National Nominees Limited	KEL	ORD 8,915,978
Taverners Holdings (Aust) Pty Limited (ACN 050 995 965)	National Nominees Limited	KEL	ORD 8,915,978

### 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:

Date of Acquisition	Holder of Relevant Interest	Nature of Change	Consideration - Cash	Ordinary Class and number of securities
10/10/2017	Kaplan Equity Limited (KEL) and its management entities (KEL Entities)	As a result of restructure of Namoi Cotton Co-operative to Namoi Cotton Limited and the conversion of Namoi Capital Stock to Ordinary Shares	N/A	8,915,978

**7. Addresses**

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

<b>Name</b>	<b>Address</b>
KEL	Level 27, 45 Clarence Street, Sydney NSW 2000
KIL Management Pty Ltd (ACN 162 220 715)	Level 27, 45 Clarence Street, Sydney NSW 2000
Kaplan Funds Management Pty Limited (ACN 079 218 643)	Level 27, 45 Clarence Street, Sydney NSW 2000
Taverners No. 10 Pty Limited (ACN 097 860 154)	Level 31, 367 Collins Street, Melbourne VIC 3000
Taverners Holdings (Aust) Pty Limited (ACN 050 995 965)	Level 31, 367 Collins Street, Melbourne VIC 3000
National Nominees Limited	Level 12, 500 Bourke Street, Melbourne VIC 3000