



**NAMOI COTTON LIMITED (“Company”)  
ACN 010 485 588  
NOTICE OF GENERAL MEETING FOR 2019 (“AGM”)**

**Venue:** Toowoomba City Golf Club, 254 South St, Toowoomba QLD 4350

**Date:** Tuesday 30 July 2019

**Time:** 11.30am (Registration will commence from 10.30am)

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Notice is given that the 2019 Annual General Meeting (“AGM”) of Namoi Cotton Limited (ACN 010 485 588) will be held at Toowoomba City Golf Club, at 254 South St, Toowoomba, QLD on Tuesday 30 July 2019 at 11.30am.

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## **BUSINESS**

### **Item 1 – Consideration of Financial Statements and Reports**

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the year ended 28 February 2019 for the Company and its controlled entities. No vote is held about this item.

### **Item 2 – Adoption of the Remuneration Report**

To consider and if thought appropriate, pass the following ordinary resolution:

*“That the Remuneration Report (which is part of the Directors Report) of the Company for the Financial Year Ended 28 February 2019 be adopted”.*

It is noted the vote on this resolution is advisory only and does not bind the Directors of the Company. Please see the notes and voting exclusion statement in the explanatory notes.

### **Item 3 – Re- Election of Director – Mr Robert Green**

To consider and, if thought appropriate, pass the following ordinary resolution:

*“That for the purposes of ASX Listing Rule 14.4, article 11.6 of the Company Constitution and for all other purposes, Mr Robert Green, retiring by rotation, being eligible and offering himself for election as a Director in accordance with the Company Constitution, be re-elected as a Director of the Company.”*

## **MAKING YOUR VOTE COUNT**

If you are appointing the Chairman as your proxy and you do not wish the Chairman to have a discretion in how to vote on the resolution, the Company encourages you to complete the voting directions in the proxy form by marking either 'For', 'Against' or 'Abstain' for the relevant resolutions.

If you are attending in person, you will be able to vote as you decide, whether on a show of hands or on a poll.

Notes on voting and Explanatory Notes follow, and a Proxy Form is enclosed.

You can also vote online in accordance with details in the voting information and the Proxy Form.

By order of the Board.



Balhar Garcha  
Company Secretary  
Namoi Cotton Limited  
24 June 2019

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**NAMOI COTTON LIMITED**  
**ACN 010 485 588**  
**EXPLANATORY NOTES FOR 2019 ANNUAL GENERAL MEETING (“AGM”)**

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**ITEM 1 – FINANCIAL REPORT YEAR END 28 FEBRUARY 2019 (“ANNUAL FINANCIAL REPORT”)**

The Corporations Act 2001 (Cth) requires the Annual Financial Report of the Company, the Director’s Report and Auditor’s Report be presented at the AGM. No formal resolution is required however the Shareholders will be given the opportunity at the AGM to raise questions on the Annual Financial Report.

Shareholders will be given a reasonable opportunity to ask the external Auditor questions about the conduct of the audit, the content of the Auditor’s report, the accounting policies adopted by the Company for preparation of the Annual Financial Statements and the independence of the Auditor in relation to the Company Audit.

Shareholders may submit written questions to the Company External Auditor about the content of the Auditor’s Report or conduct of the audit no later than 5 business days before the date of the AGM being no later than 11.30am AEST on Monday 22 July 2019) to Computershare at the address on the enclosed reply envelope or by facsimile to Computershare on 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia) or to the Company Secretary at (07) 4631 6184 or by email to [companysecretary@namoicotton.com.au](mailto:companysecretary@namoicotton.com.au). Shareholders may submit questions to the Company at its corporate office at 1b Kitchener St, Toowoomba QLD 4350. A list of relevant questions will be made available at the AGM, Ernst and Young the Company’s Auditor may answer the questions at the AGM or table written answers to them at the AGM.

**ITEM 2 – ADOPTION OF REMUNERATION REPORT**

In accordance with the Corporations Act 2001 (Cth), the Company is required to present the Company’s Remuneration Report to Shareholders for consideration and adoption at the AGM.

The Remuneration Report is set out on pages 22 to 30 of the Company’s 2019 Annual Report, which is available on the Company’s website [www.namoicotton.com.au](http://www.namoicotton.com.au).

The Remuneration Report:

- explains the structure of and rationale behind the Company’s remuneration practices and the link between the remuneration of employees and the Company’s performance;
- sets out remuneration details for each Director and each other member of the Company’s Key Management Personnel; and
- confirms that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Key Management Personnel, including Executive Directors.

Shareholders will have an opportunity to ask questions and comment on the Remuneration Report at the AGM.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, the Board will consider the vote and comments when considering the future remuneration arrangements and policies of the Company.

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Board recommends that Shareholders vote in favour of the resolution in Item 2. The Chairman intends to vote undirected proxies able to be voted in favour of this resolution.

## **Persons Excluded from Voting**

A vote must not be cast (in any capacity) on the resolution in Item 2 by or on behalf of a KMP (including Directors) (KMP are defined in Section 9 of the Corporations Act 2001 (Cth)) or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on the resolution in Item 2 by a KMP, or a closely related party of a KMP if:

- (a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in Item 2; and
- (b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

However, if you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default and you do not direct your proxy how to vote on the resolution in Item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in Item 2 even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

## **ITEM 3 –RE-ELECTION OF MR ROBERT GREEN**

In accordance with the 3-year rotation cycle under the ASX Listing Rule 14.4 and article 11.4 of the Company Constitution, Mr Robert Green is scheduled to retire at this AGM. Mr Robert Green has nominated to be considered to be re-elected at the 2019 Annual General Meeting.

## **BOARD’S RECOMMENDATION**

Mr Robert Green if re-elected at the 2019 Annual General Meeting as a Director of Namoi Cotton Limited, has committed to the Board that he will relinquish his LDC Group Cotton Consulting Agreement and resign from being a representative for the LDC Group on the Namoi Cotton Alliance (NCA) Joint Venture Committee, such changes to take effect immediately on the close of the 2019 Annual General Meeting. The Board supports Mr Robert Green’s nomination for re-election at the 2019 Annual General Meeting on this basis.

The Chairman of the meeting intends to vote any undirected proxies in favour of the resolutions in Item 2.

The Namoi Cotton Alliance Joint Venture is the joint venture dated 16 January 2013 between Namoi Cotton Limited/Namcott Marketing Pty Ltd and Louis Dreyfus Commodities Asia Pte Ltd/Louis Dreyfus Melbourne JVP Pty Ltd.

The Namoi Cotton Alliance Joint Venture Committee is the joint venture committee formed under the Namoi Cotton Alliance Joint Venture Agreement.

The LDC Group means Louis Dreyfus Commodities Asia Pte Ltd, Louis Dreyfus Melbourne JVP Pty Ltd and any other Louis Dreyfus Group entity.

The Board sets out below the profile of Mr Robert Green.

## **MR ROBERT GREEN**

Mr Robert Green offers himself for re-election for a three-year term commencing from the conclusion of this year's AGM.

Mr Green has considerable board relevant experience working as a Senior Executive and General Manager in the Australian and International agricultural industry over many years. Key areas of experience include Business Management, Operations Management and Business Development. His most recent role was Chief executive Officer of Louis Dreyfus in Australia.

## **INFORMATION REGARDING VOTING**

### **ENTITLEMENT TO VOTE**

The Board of Directors have decided that for the AGM, ordinary shares will be taken to be held by the persons who is registered as an ordinary shareholder at 11.30am (AEST) on Sunday 28 July 2019. Ordinary share transactions registered after this time will be disregarded in determining the ordinary shareholders entitlement to attend and vote at the AGM.

In accordance with the Company's Constitution and Restructure Booklet dated 17 August 2018 Namoi Residual Stockholders are not entitled to vote at the AGM. Namoi Residual Stockholders may attend the AGM as guests only.

For joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant ordinary shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's vote.

### **HOW TO VOTE**

Shareholders are advised all resolutions to be considered at the AGM will be put to a poll, in accordance with the Company's Constitution.

### **PROXIES**

Shareholders are entitled to appoint a proxy, you may appoint one or two proxies. Your proxy does not need to be a shareholder of the Company and can be an individual or body corporate. When two proxies are appointed you may specify the number of proportion of votes each proxy may exercise. If no proportion or number of votes is specified, then each proxy may exercise half of the votes. If you want to appoint a proxy, you will need to use the Proxy Form enclosed. If you want to appoint two proxies, you will need to complete a second proxy form. Please follow the instructions on the proxy form.

The Company's Constitution provides that on a show of hands vote, every person present and qualified to vote shall have one vote. If you appoint one proxy that proxy may vote by a show of hands, in the case of the appointment of two proxies neither proxy can vote on a show of hands.

If you appoint a proxy who is a shareholder or is also proxy for another shareholder, your voting directions may not be effective on a show of hands.

If you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the AGM, in accordance with the instructions set out in this Notice of Meeting for Body Corporate Representatives.

## **NO DIRECTION**

If you submit a Proxy Form but do not name a proxy, or the person you have named as proxy does not attend, the Chairman of the AGM will act as your proxy. As stated in the Explanatory Note to each item in circumstances if the Chairman is the proxy the Chairman intends to vote in favour of each resolution, including Item 2 which relates to directly and indirectly to the Company's Key Management Personnel.

You can direct your proxy to vote by marking the "For", "Against" or "Abstain" boxes on the Proxy Form. If you appoint anyone other than the Chairman as your proxy and you do not direct them how to vote, that person may vote or abstain at their absolute discretion.

## **DEADLINE FOR PROXIES**

The Company must receive at least 48 hours before the AGM by 11.30am (AEST) on Sunday 28 July 2019:

- your Proxy Form; and
- if you sign under power of attorney or body corporate representative, that power of attorney or body corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the AGM) will be invalid.

## **EXECUTION OF PROXY FORMS**

If the Ordinary Shares are held by one individual, then the Proxy Form must be signed by that individual.

If the Ordinary Shares are held in joint names, then the Proxy Form must be signed by any one of them.

Where the Ordinary Shares are held by a company, the Proxy Form must be signed by:

- if it has a sole director who is also sole company secretary, by that director (and stating the fact next to or under the signature on the Proxy Form);
- in the case of a company with more than one director, then by either two directors or a director and company secretary.

If a person is signing the Proxy Form under a power of attorney, or an authorised officer (not being a director or company secretary), the power of attorney or authorisation (or a certified copy) must be received by the Company as below.

## **DELIVERY OF PROXY FORMS**

Proxy Forms must be delivered in person, by mail, by fax or online to Computershare as follows:

### **In Person:**

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston St  
Abbotsford  
Victoria 3067, Australia

**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria, 3001, Australia

**By Fax:**

1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au) Please see below.

**ONLINE VOTING**

Alternatively, you can appoint a proxy online and submit your voting instructions (if any) by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions on the website. To use this online facility, you will need your Shareholder Reference Number (“SRN”) or Holder Identification Number (“HIN”), postcode and the six-digit PIN shown on your proxy form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the proxy form.

Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at [www.intermediaryonline.com](http://www.intermediaryonline.com)

**BODY CORPORATE REPRESENTATIVE**

Any corporation wishing to appoint a person to act as body corporate representative at the AGM may do so by providing that person with:

- a “Appointment of Corporate Representative” form which can be obtained from the Company’s registry; or
- a letter or certificate authorising the person to act as the corporation’s representative in accordance with the corporation’s constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

**ENTRY TO AGM AND QUESTIONS FROM SHAREHOLDERS**

Shareholders who will be attending the AGM, and who are not appointing a proxy, are asked to bring the Proxy Form to the AGM to help identification for registration for the AGM. A shareholder of the Company who is entitled to vote at the AGM may submit a written question to the Chairman or Auditor by sending it to the Company or Computershare no later 11.30am on 22 July 2019.

**ANNUAL REPORT**

The 2019 Annual Report is being sent separately to Shareholders who have elected to receive an Annual Report. A copy of the Company’s Annual Report is available to all Shareholders upon request and can be viewed at [www.namoi cotton.com.au](http://www.namoi cotton.com.au) or an electronic or printed copy can be requested from the Computershare.

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**Namoi Cotton Limited**  
ACN 010 485 588

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 9999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11.30am (AEST) on Sunday, 28 July 2019**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**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 should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Namoi Cotton Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Namoi Cotton Limited Annual General Meeting to be held at the Toowoomba City Golf Club, 254 South St, Toowoomba, QLD, on Tuesday, 30 July 2019 at 11.30am (AEST) and at any adjournment of that meeting.

Any directed proxies that are not voted on a poll at the Namoi Cotton Limited Annual General Meeting will default to the Chairman of the Namoi Cotton Limited Annual General Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Namoi Cotton Limited Annual General Meeting will be voted according to the instructions set out in this Proxy Form.

**Important for Item 2 (Remuneration Report):** If the Chairman of the Namoi Cotton Limited Annual General Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Namoi Cotton Limited Annual General Meeting to exercise the proxy in respect of Item 2 even though the resolution is connected directly or indirectly with the remuneration of a member of Namoi Cotton Limited's Key Management Personnel (KMP).

**Voting restrictions for Item 2 (Remuneration Report):** Item 2 is a resolution connected directly with the remuneration of KMP. The *Corporations Act 2001* (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting on such resolutions. "Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

Any votes cast in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Item 2 by or on behalf of:

- directors and the other members of the KMP details of whose remuneration are included in the remuneration report; and
- closely related parties of those persons,

will be disregarded. In addition, any votes cast as a proxy on this item by any other members of the KMP (and their closely related parties) will also be disregarded.

However, Namoi Cotton Limited will not disregard the vote as a result of these restrictions if it is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the Namoi Cotton Limited Annual General Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Robert Green	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Namoi Cotton Limited Annual General Meeting intends to vote undirected proxies in favour of Items 2 and 3.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /