
ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

SHARE PURCHASE PLAN

Namoi Cotton Limited (ABN 76 010 485 588) (ASX:NAM) (**Namoi**), invites shareholders to participate in Namoi Share Purchase Plan (SPP).

The SPP booklet is attached and is available to shareholders on Namoi's Share register at 7.00pm (AEST) on Friday, 30 April 2021 (Record Date), and which have a registered address in Australia or New Zealand.

The SPP is expected to close at 5.00pm (AEST) on Tuesday, 1 June 2021 (Closing Date). If shareholders intend to participate in the SPP, the application for Shares and funds must be received by then. Namoi reserves its right to close the SPP early.

Authorised for release by Namoi Cotton's Board of Directors.

Your faithfully,

Andrew Metcalfe
Company Secretary

Not for release to US wire services or distribution in the United States

11 May 2021

Dear Shareholder

SHARE PURCHASE PLAN

On behalf of the board of directors of Namoi Cotton Limited (ABN 76 010 485 588) (ASX:NAM) (**Namoi**), I am pleased to offer you the opportunity to participate in Namoi's Share Purchase Plan (**SPP**) which was announced on Monday, 3 May 2021. Participating in the SPP is an opportunity to subscribe for a minimum of \$2,000 and up to a maximum of \$30,000 of new fully paid ordinary shares in Namoi (**Shares**), without incurring brokerage or other transaction costs (**SPP Offer**).

Namoi has also recently completed a placement to institutional investors, at an issue price of \$0.34 per Share, which raised \$7.2 million (**Placement**). Namoi intends to raise \$3-5 million under the SPP, but reserves its right to scale-back applications or raise a higher amount at its absolute discretion. The proceeds of the capital raising are intended to provide Namoi:

- with balance sheet flexibility to be harvest ready for the expected increase in cotton production in 2022 (FY23); and
- to fund strategic initiatives to strengthen and grow the business.

The SPP will be available to shareholders on Namoi's Share register at 7.00pm (AEST) on Friday, 30 April 2021 (**Record Date**), and which have a registered address in Australia or New Zealand (**Eligible Shareholders**).

The SPP provides Eligible Shareholders with the opportunity to acquire additional Shares at the lower of:

- \$0.34 per Share, the issue price as under the Placement which represents a 20.9% discount to the closing price of Namoi Shares on Wednesday, 28 April 2021 (the last day of trading before Namoi announced the Placement and SPP); and
- Discount of 5% to the volume-weighted average price (**VWAP**) over the 5 trading days up to and including the SPP closing date,

(the **Issue Price**).

The SPP is expected to close at **5.00pm (AEST) on Tuesday, 1 June 2021 (Closing Date)**. If you intend to participate in the SPP, your application for Shares and funds must be received by then. Namoi reserves its right to close the SPP early.

Regardless of when (during the SPP Offer period) you submit your application and funds, your application will be deemed to be made and received on the Closing Date of the SPP Offer.

This letter and the accompanying material sets out the terms and conditions of the SPP. Additional information about Namoi, including ASX announcements, is available at www.namoicotton.com.au.

If you have any questions in relation to the SPP or how to complete your personalised application form enclosed with this document (**Application Form**), please call the Namoi SPP Offer information line at any time between 8:30am to 5:30pm (AEST), Monday to Friday on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If you wish to download your personalised Application Form and access this document online, please visit the SPP Offer website which you can access from <https://namspoffer.thereachagency.com>.

The Board of Directors of Namoi encourages you to consider this opportunity and the Directors of Namoi, who own shares in Namoi, intend to fully participate in this SPP.

Yours faithfully

Tim Watson

Chairman

Namoi Cotton Limited

IMPORTANT INFORMATION

This document is an important document. Please read it carefully before deciding whether to apply for any Shares. This document does not provide financial product advice or investment advice and has been prepared without taking into account your particular objectives, financial situation or needs.

The SPP Offer of Shares is made in accordance with the *Corporations Act 2001* (Cth) (Corporations Act) and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement for Namoi to provide prospectus disclosure in relation to the SPP. This document does not constitute a prospectus or product disclosure statement, and it has not been (and will not be) lodged with ASIC. You must rely on your own knowledge of Namoi and previous disclosure made by Namoi to ASX when considering whether to apply for any Shares.

If you wish to apply for Shares, it is recommended that you seek professional guidance which takes into account your particular investment objectives, financial situation and needs from a professional adviser who is licensed by ASIC to give such advice.

All references to \$ or dollars in this document are references to Australian dollars unless otherwise indicated.

TERMS AND CONDITIONS

OFFER DETAILS

Issue Price	The lower of \$0.34 per Share or a 5% discount to the 5 Day VWAP up to and including Tuesday, 1 June 2021
Application Amounts	Subject to a minimum of \$2,000 and a maximum of \$30,000, in \$2,000 increments (Application Amount)
Record Date	Friday, 30 April 2021 7.00pm (AEST)
Opening Date	Tuesday, 11 May 2021
Closing Date	Tuesday, 1 June 2021 5.00pm (AEST)
Results Date	Friday, 4 June 2021
Settlement Date	Monday, 7 June 2021
Allotment Date	Tuesday, 8 June 2021
Quotation Date	Wednesday, 9 June 2021
Holding Statement Dispatch Date	Wednesday, 9 June 2021

This timetable is indicative only and is subject to change. Namoi may alter the dates above, withdraw or vary the SPP, or accept applications for Shares that are received after the Closing Date, in each case in Namoi's absolute discretion, subject to the ASX Listing Rules and the Corporations Act.

HOW DO I ACCEPT?

To participate, you should either:

- return your Application Form, together with a cheque, by **5.00pm (AEST) on Tuesday, 1 June 2021**; or
- pay the Application Amount via BPAY so the payment is received by **5.00pm (AEST) on Tuesday, 1 June 2021**

BPAY instructions are set out on the Application Form. If you use BPAY, you do not need to return your Application Form. Please make sure you use the specific biller code and unique reference number on your personalised Application Form. Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

If paying by cheque, use the reply paid envelope or deliver it to the address on the Application Form.

Applications received after the Closing Date will not be accepted.

Funds received for applications by cheque or BPAY will be regarded as applications for the maximum number of shares that those funds will pay for in full.

All applications will be deemed to be made on the Closing Date. You cannot withdraw or cancel your Application or BPAY payment once you have sent it in.

Namoi's market price may vary at any time during the SPP Offer period and Namoi's Shares may trade at a price that is lower than the Issue Price.

By accepting the SPP Offer, you accept the risk that the market price of Namoi's Shares may fall below the Issue Price between the date of this SPP Offer and the allotment of the Shares under the SPP expected to occur on Tuesday, 8 June 2021 (**Allotment Date**), in which case you may have been able to buy the Shares at a lower price than the Issue Price.

Eligible Shareholders should be aware that an investment in Namoi involves risks. The key risks identified by Namoi are set out in the "Key Risks" section to the Investor Presentation that was released on Monday, 3 May 2021. This can be obtained from the ASX's website (www.asx.com.au) or at www.namoicotton.com.au.

By making an application, you represent to Namoi, as at the Closing Date (being the date on which your application is deemed to be made and received), the matters set out under the heading 'Your representations' in these terms and conditions and in the Application Form.

HOW MANY SHARES

Eligible Shareholders receive the number of Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price.

An illustration of the number of Shares to be issued (which will vary depending on the applicant's total Application Amount) is as follows:

Application Amount	Shares issued # (subject to scale-back)
\$2,000	5,882
\$10,000	29,411
\$20,000	58,823
\$30,000	88,235

Shares issued at an assumed Issue Price under the Placement of \$0.34 per share.

Fractions (if any) will be rounded down, and any marginal Application Amount remaining as a result of such rounding may be retained by Namoi. For example, if a total Application Amount of \$2,000 is received, 5,882 Shares will be issued to the relevant applicant (assuming no scale-back) with a combined Issue Price of \$1,999.88, and the \$0.12 balance retained by Namoi. If a scale-back occurs, you will be refunded the balance of your Application Amount in accordance with the 'SCALE-BACK' policy set out in this document.

The Issue Price does not exceed the limit prescribed by the ASX Listing Rules and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Shares issued under the SPP may be sold or transferred on ASX at any time after the Quotation Date.

ELIGIBILITY TO PARTICIPATE

Participation in the SPP is optional. The offer is open to all shareholders with a registered address in Australia or New Zealand as at the Record Date. Shareholders in the United States are not eligible to participate in the SPP. Similarly, shareholders (including trustees, nominees and custodians) who are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Multiple holdings

If you are the only registered holder of Namoi Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in total for a maximum of \$30,000 worth of Shares.

Joint holders

If you are a joint holder of Namoi Shares, that holding is considered to be a single registered holding for the purpose of the SPP. You are entitled to participate in the SPP for that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in total for a maximum of \$30,000 worth of Shares.

Trustee or nominee

If you are expressly noted on Namoi's Share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of shares for each named beneficiary. If Namoi's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

Custodians

If you are a custodian within the definition of 'custodian' in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian**) and hold Namoi Shares for one or more persons (each a **Participating Beneficiary**), or on behalf of another Custodian of Namoi Shares, you may apply for up to a maximum of \$30,000 worth of Shares for each Participating Beneficiary, subject to providing Namoi a 'custodian certificate' in addition to the Application Form, which certifies matters required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian Certificate**). Please contact Namoi's share registry on 1300 850 505 to obtain the form of the Custodian Certificate.

DIRECTORS, OFFICERS AND EMPLOYEES

Directors, officers and employees of Namoi who are Eligible Shareholders may participate in the SPP.

SCALE-BACK

Namoi may, in its absolute discretion, scale-back applications under the SPP to the extent and in the manner that it sees fit. If there is a scale-back you may receive less than the parcel of Shares for which you have applied.

Factors that Namoi may take into account in determining any scale-back include:

- (a) compliance with regulatory requirements;
- (b) the amount applied for by each shareholder under the SPP;
- (c) the number of Shares held at the Record Date; and
- (d) the close of the SPP Offer period.

If a scale-back occurs, the difference between the value of the Shares allotted and the Application Amount paid to Namoi (only where the amount is greater than the Issue Price) will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount paid or refunded. Scale-back decisions are made by the board of directors of Namoi and are final.

ASX QUOTATION

After Shares are issued and allotted under the SPP, Namoi will apply to ASX for quotation of the Shares on the Official List and send an allotment notice to each Eligible Shareholder's registered address.

NO COSTS

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

NAMOI'S RIGHTS

Namoi retains absolute discretion to increase the total amount raised under the SPP Offer, or accept applications for a total amount lower than \$3 million.

Namoi may reject any application for Shares under the SPP, which it believes does not comply with these terms and conditions, including where it appears that you are not an Eligible Shareholder, if a cheque is returned unpaid, the Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith.

Namoi may modify, suspend or cancel the SPP at any time. If Namoi does this it will notify ASX. If the SPP is cancelled, the Application Amount will be refunded without interest. Neither Namoi, nor the board of directors of Namoi, accepts or assumes any liability to shareholders because of the variation, suspension or termination of SPP.

Namoi may settle, at its discretion in any manner it deems fit, any anomalies or disputes in connection with the SPP, and that decision is conclusive and binding on all applicants. Namoi reserves the right to waive strict compliance with these terms and conditions.

YOUR REPRESENTATIONS

By completing and returning the Application Form or by making a BPAY payment, you:

- (a) certify to Namoi that you are an Eligible Shareholder and will not forward this document to any person outside Australia or New Zealand;
 - (b) if you are applying on your own behalf (and not as a Custodian) certify, acknowledge and agree that:
 - (i) you are not applying for Shares with an Application price of more than \$30,000;
 - (ii) the total Application price for the following does not exceed \$30,000:
 - (A) the Shares the subject of the Application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the Application;
 - (C) any other SPP shares which you have instructed a
- Custodian to acquire on your behalf under the SPP; and
- (D) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (c) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify, acknowledge and agree that:
 - (i) you are a Custodian;
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this document;
 - (iii) you are not applying for Shares on behalf of any Eligible Beneficiary with an aggregate Application price of more than \$30,000 under the SPP;
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
 - (d) represent that you are not in the United States or acting for the account or benefit of a person in the United States;
 - (e) understand that the Shares have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
 - (f) you acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard (regular way) brokered transactions on ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States;
 - (g) you acknowledge that the Shares may only be offered and sold outside the United States to eligible shareholders in "offshore transactions" (as defined and in reliance on Regulation S under the US Securities Act);

- (h) acknowledge and agree that if you are acting as a trustee, nominee or custodian: (1) each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (or such other countries as Namoi may have agreed in writing having regard to applicable laws); and (2) you have not sent this document or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States or elsewhere outside Australia or New Zealand (or such other countries as Namoi may have agreed in writing having regard to applicable laws);
- (i) authorise Namoi (and its officers and agents) to correct any error in, or omission from, your Application Form and complete an incomplete Application Form;
- (j) accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on Namoi's share register;
- (k) acknowledge that Namoi may at its discretion determine that your Application Form is valid, even if the Application Form is invalid;
- (l) irrevocably and unconditionally agree to these terms and conditions, including that once you have sent in your application or made your BPAY payment, you cannot withdraw or cancel your application and your application is unconditional; and
- (m) acknowledge that Namoi is not liable for any exercise of its discretions referred to in these terms and conditions.

FOREIGN OFFER RESTRICTIONS

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, the Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Namoi with registered addresses in New Zealand to whom the offer of the Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act

2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

This document may not be distributed to any person and persons (including Custodians) who come into possession of it should observe any such restrictions, and the Shares may not be offered or sold, in any country outside Australia or New Zealand.

OTHER INFORMATION

The SPP Offer to each Eligible Shareholder (whether you are a Custodian or you hold Shares on your own account) is made on these terms and conditions.

The SPP Offer is non-renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing Namoi Shares.

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. An investment in Namoi is speculative. You should therefore obtain independent financial and taxation advice before making an investment decision.