

NAOS EMERGING
OPPORTUNITIES
COMPANY LIMITED

(ASX: NCC)

ABN 58 161 106 510



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ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

28 May 2021

Important Information for Option Holders

Impending Expiry of Bonus Options: NAOS Emerging Opportunities Company Ltd: (ASX: NCCOB)

Dear Option Holder,

This is a reminder that the options you hold (the Options) (ASX: NCCOB) in NAOS Emerging Opportunities Company Limited (the Company) (ASX: NCC) are **due to expire at 5:00pm AEST on Tuesday 29th June 2021**. If you do not exercise your Options or sell them on-market prior to the expiry date you will be unable to convert them into ordinary shares, and they will expire worthless.

Exercising your Options

Your bonus Options are exercisable into NCC ordinary shares at **\$1.02**. The NCC share price closed at \$1.03 on 27 May 2021 and has consistently traded above the option exercise price over recent months. NCC's pre-tax net tangible asset backing (NTA) as at 30 April 2021 was \$1.17 per share, and post-tax NTA was \$1.14 per share.

Over 10.3 million NCCOB options have been exercised since the NCCOB bonus Options were issued in June 2019, and all Directors of the Company have either exercised, or intend to exercise their Options.

No brokerage or other transaction costs will apply if you choose to exercise your Options.

To exercise your options, please follow the instructions on the attached personalised option exercise form. Payment can be arranged by BPAY or cheque.

Selling your Options

The NCCOB Options are listed securities and can be bought or sold on the Australian Securities Exchange (ASX). NCCOB holders who wish to realise value by selling their Options may do so on market under the ticker code ASX: NCCOB. The last closing price for the options was 2.1 cents on 27 May 2021.

Quotation of the Options of the ASX will cease at **5:00pm on Wednesday 24 June 2021**.

Over the 3-month period to 27 May 2021, NCC shares have traded between \$0.98 (24 May 2021) and \$1.165 (26 March 2021), and the Options have traded between 2.0 cents (12 May 2021) and 7.0 cents (29 March 2021).

For further information, or if you have any questions relating to the NCCOB bonus options, please contact the Company by telephone on (02) 9002 1576 or by email at enquiries@naos.com.au. The Board recommends you seek independent financial advice if you are unsure whether to exercise your bonus options.

Thank you for your continued support.

Yours sincerely,

David Rickards
Chairman
NAOS Emerging Opportunities Company Limited

Application for Shares on Exercise of Options

Option exercisable at A\$1.02 expiring at 5.00pm (Sydney Time) on 29 June 2021 (Options).
Ticker Code for Options is ASX: NCCOB

SAMPLE FORM ONLY

**Number of Options
Held in your name:**

To be completed by Optionholder:

Number of Options being exercised:	Multiplied by the exercise price of A\$1.02	Amount Paid:
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Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the NAOS Emerging Opportunities Company Limited Share Registry.

Payments cannot be made at any bank. Please tick the relevant box below to confirm your method of payment.

Payment option 1 – BPAY ☐ (tick the relevant box)



Biller Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

® Registered to BPAY Ltd ABN 69 079 137 518

- If paying by BPAY you do not need to return this exercise notice
- The amount of your payment received in the account divided by the exercise price will be deemed to be the total number of options you are exercising

Payment Option 2 – Cheque (Record cheque details below) ☐ (tick the relevant box)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Naos Emerging Opportunities Company Limited" and crossed Not Negotiable and should be attached to this form.
- The amount of your payment received in the account divided by the exercise price will be deemed to be the total number of options you are exercising

To the Directors

NAOS Emerging Opportunities Company Limited ('Company')

I/We being the registered holders of Options each to acquire one Fully Paid Ordinary Share in the Company hereby give notice of the exercise of Options and attach hereto my/our cheque payable to "NAOS EMERGING OPPORTUNITIES COMPANY LIMITED" in payment of such exercise.

I/We agree to my/our name/s being placed on the Register of Members in respect to the number of shares in the Company allotted and to be bound by the Constitution of the Company.

Please sign here:

Shareholder 1 (Individual)

Sole Director & Company Secretary

Joint Shareholder 2 (Individual)

Director

Joint Shareholder 3 (Individual)

Director / Company Secretary

Telephone No. (Business Hours)

()

Date

Lodgement of Application

Naos Emerging Opportunities Company Limited C/- Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001

Neither Boardroom Pty Limited nor the Company accepts any responsibility if you lodge this Application at any other address or by any other means.

The terms of the Options are set out below.

Exercise Price:

Each Option has an exercise price of A\$1.02.

Exercise Period:

An Option may be exercised on any business day from the date of grant to 29 June 2021 (inclusive) but not thereafter. An Option Exercise Form is only effective when the Company has received the full amount of the exercise price in cash or cleared funds.

Expiry Date:

The expiry date for the Options is 29 June 2021.

Quotation of Options:

The Company will apply for quotation of the Options on the ASX.

Register:

The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the Corporations Act.

Transfer/Transmission:

An Option may be transferred or transmitted in any manner approved by the ASX.

Exercise:

On valid exercise, the Company will issue one Share for each Option exercised. Options may be exercised wholly or in part by delivery to the Registry of the Option Exercise Form together with payment of the aggregate exercise price in the manner prescribed in section 2.3 of this Prospectus and any further instructions on the Option Exercise Form.

Quotation of Shares:

The Company must make an application for quotation of Shares issued on exercise of the Options on ASX in accordance with the Listing Rules.

Dividend entitlement:

Options do not carry any dividend entitlements. Shares issued on exercise of Options rank equally with other issued Shares of the Company on and from issue. Shares issued upon the exercise of Options will only participate in a future dividend or other shareholder action if such Shares have been issued on or prior to the applicable record date for determining entitlements.

Voting Rights

The Options do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.

Reorganisations:

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reorganisation at the time of reorganisation.

Participating rights

For determining entitlements, Option holders may only participate in new issues of Securities to holders of Shares in the Company if the Option has been exercised and Shares allotted in respect of the Option before the record date of the proposed new issue. The Company must give at least six business days' notice to Option holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.

Adjustments

If between the date of issue and the date of exercise of an Option the Company makes one or more rights issues (being a pro-rata issue of Shares in the capital of the Company that is not a bonus issue) in accordance with the Listing Rules, the Exercise Price of Options on issue will be reduced in respect of each rights issue according to the following formula:

$$NE = OP - E [P - (S + D)] / (N + 1)$$

Where:

NE is the new exercise price of the Option; OP is the old exercise price of the Option;

E is the number of underlying Shares into which one Option is exercisable;

P is the volume weighted average market price per Share recorded on ASX during the 5 trading days ending on the day before the ex-rights date or ex-entitlements date (excluding special crossings and overnight sales);

S is the subscription price for Shares to be issued under the pro rata issue

D is the amount of any dividend due but not yet paid on the existing Shares (except those to be issued under the pro rata issue);

N is the number of existing Shares with rights or entitlements that must be held to receive a right to one new Share under the pro rata issue.

If there is a bonus issue to the holders of Shares, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

ASX listing:

The Company must apply for quotation of the Shares issued on exercise of the Options to the ASX in accordance with the Listing Rules. Shares so issued will rank equally with other issued Shares of the Company.