



NAMOI COTTON LIMITED

ABN 76 010 485 588

Entitlement and Information Booklet

1 for 5.25 pro-rata renounceable Entitlement Offer
at \$0.43 per Share to raise up to \$14.1 million before Offer Costs

Entitlement Offer closes
5.00pm (Sydney time) on 28 October 2022

This is an important document which is accompanied by an Entitlement and Acceptance Form. If you are an Eligible Shareholder, you should read both in full. This document is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission.

If, after reading this document, you have any questions about whether you should invest in the Entitlement Offer, or any other matter, you should seek professional advice before making any investment decision. You can also contact the Namoi Offer Information Line on 1300 521 168 (within Australia) or +61 3 9415 4634 (outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays) during the Offer Period if you have any questions about the details of the Entitlement Offer.

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



Important Notices

This Information Booklet is dated 21 September 2022. There may be additional announcements that have been made by Namoi Cotton Limited (ABN 76 010 485 588) (ASX:NAM) (**Namoi**) after 21 September 2022 and throughout the Offer Period that may be relevant in your consideration of whether to take part in the Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by Namoi before submitting an Application. Announcements made by Namoi can be found at <https://www.namoicotton.com.au/>.

The Entitlement Offer is made pursuant to Section 708AA of the *Corporations Act* (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). This Information Booklet does not contain all the information which an investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding whether to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form together with the requisite Application Monies or otherwise paying for your New Shares through BPAY, in each case in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

This Information Booklet remains subject to change without notice, and Namoi is not responsible for updating this Information Booklet.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. Section 7 provides a general summary of the Australian income tax, GST and stamp duty implications of the Entitlement Offer for Eligible Shareholders. The summary does not take account of the individual circumstances of particular Eligible Shareholders and does not constitute tax advice. Namoi recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares and Entitlements is to be made in, countries other than Australia, Hong Kong, New Zealand and Singapore. The distribution of this Information Booklet in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia.

The distribution of this Information Booklet outside Australia is restricted by law. If you come into possession of the information in this Information Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Namoi to lawfully receive your Application Monies.



Definitions, currency and time

Defined terms used in this Information Booklet are contained in Section 7 of this Information Booklet. All references to currency are to Australian dollars and all references to time are to Sydney time, unless otherwise indicated.

Privacy

Namoi collects information about each Applicant provided in an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Namoi.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Namoi (directly or through the Share Registry). Namoi collects, holds and will use that information to assess your Application. Namoi collects your personal information to process and administer your shareholding in Namoi and to provide related services to you. Namoi may disclose your personal information for purposes related to your shareholding in Namoi, including to the Share Registry, Namoi's related bodies corporate, agents, contractors and third-party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies.

Namoi aims to ensure that the personal information Namoi retains about you is accurate, complete and up to date. To assist with this please contact Namoi if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information Namoi has about you, Namoi will take steps to correct it. You can obtain access to personal information that Namoi holds about you. To make a request for access to your personal information held by (or on behalf of) Namoi, please contact Namoi through the Share Registry.

If you do not provide the information in the Entitlement and Acceptance Form, Namoi will not be able to issue New Shares in accordance with your instructions.

No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of Queensland.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Namoi or any of its officers. Except as required by law, and only to the extent so required, none of Namoi, its related bodies corporate or any their respective directors, officers, employees, agents, advisers or representatives, or any other person, warrants or guarantees the future performance of Namoi or any return on any investment made pursuant to this Information Booklet.

Past performance

Investors should note that Namoi's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Namoi's future performance including Namoi's future financial position or share price performance. The historical information in this Information Booklet is, or is based upon, information that has been released to ASX.

Future performance

This Information Booklet contains certain forward-looking statements and comments about future events, including statements regarding the financial condition, results of operations and business of Namoi, market conditions, the potential impact and duration of the global COVID-19 pandemic, the outcome of the Entitlement Offer, the timing and expected benefits of the KCC Investment and the use of proceeds. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. Forward looking statements may be identified by the use of words such as "will", "may", "expect", "indicative", "intent", "seek", "would", "should", "could", "continue", "plan", "probability", "risk", "forecast", "likely", "estimate", "anticipate", "believe", "aim" and similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements, and include statements in this Information Booklet regarding the potential impact and duration of the COVID-19 pandemic, the timing, impact and outcome of the KCC Investment (including Namoi's return on investment), the conduct and outcome of the Entitlement Offer, the future



performance of Namoi and KCC post completion of the KCC Investment, as well as statements about market and industry trends, which are based on interpretations of current market conditions.

The forward looking statements reflect views and assumptions with respect to future events as at the date of this Information Booklet. However, they are not guarantees of future performance. They involve known and unknown risks, uncertainties, assumptions, contingencies and other factors which are, in many instances, beyond the control of Namoi, its officers, employees, agents, advisers and management, and may involve significant elements of subjective judgement and assumptions as to future events that may or may not be correct. There can be no assurance that actual outcomes will not differ materially from any forward-looking statements. Past performance is not indicative of future performance. Refer to the "Risk Factors" section of this Information Booklet for a summary of certain risk factors that may affect Namoi. No guarantee, representation or warranty (express or implied) is made as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statements contained in this Information Booklet.

Underwriter

Morgans Corporate Limited ACN 010 539 607 (the **Underwriter**) has acted as lead manager and underwriter to the Entitlement Offer. Neither the Underwriter, nor any of its affiliates or related bodies corporate (as that term is defined in the Corporations Act), nor any of its respective directors, employees, officers, representatives, agents, partners, consultants, advisers or intermediaries (together the **Underwriter Parties**), nor the advisers to Namoi or any other person including clients named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Information Booklet (or any other materials released by Namoi) and, except to the extent expressly referred to in this Information Booklet, none of them makes or purports to make any statement in this Information Booklet and there is no statement in this Information Booklet which is based on any statement by any of them.

The Underwriter is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, research, principal investment, hedging, market making, brokerage and other financial and non-financial activities including for which they have received or may receive customary fees and expenses.

The Underwriter is acting for and providing services to Namoi in relation to the Entitlement Offer and will not be acting for or providing services to Shareholders or potential investors. The Underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with Namoi. The engagement of the Underwriter is not intended to create any fiduciary obligations, agency or other relationship between the Underwriter and Shareholders or potential investors.

The Underwriter will receive fees and expenses for acting as lead managers and underwriter to the Entitlement Offer. The Underwriter Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from Namoi and may in the future be lenders to Namoi or its affiliates.

Disclaimer

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Namoi and the Underwriter. To the maximum extent permitted by law, each of Namoi and the Underwriter and each of their respective affiliates disclaim any duty or liability (including for fault or negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Underwriter Parties exclude and disclaim all liability (including for fault or negligence) for any expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Entitlement Offer and the information in this Information Booklet being inaccurate or due to information being omitted from this Information Booklet and make no representation or warranty, express or implied, as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, as to the fairness, currency, accuracy, reliability or completeness of the information in this Information Booklet.

The Underwriter Parties take no responsibility for any part of this Information Booklet or any action taken by you on the basis of that information. To the maximum extent permitted by law, the Underwriter excludes and disclaims all liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Information Booklet or otherwise arising in connection with it.

The Underwriter Parties make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning your personalised Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on your personalised Entitlement and Acceptance Form you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally and you further expressly disclaim that you are in a fiduciary relationship with any of them.



Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Namoi, including possible loss of income and principal invested. Namoi does not guarantee any particular rate of return or the performance of Namoi, nor does it guarantee the repayment of capital from Namoi or any particular tax treatment.

Shareholders should refer to the “Key Risks” section of the Investor Presentation included in Section 4 of this Information Booklet for a summary of general and specific risk factors that may affect Namoi.

Not for distribution outside Australia

This Information Booklet, any accompanying ASX announcements and the accompanying Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy any securities in the United State or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds Namoi Shares and is acting for the account or benefit of a person in the United States), or any other jurisdiction in which, or to any person to whom, such offer would be illegal. The New Shares and Entitlements have not been, and will not be, registered under the *US Securities Act* or the securities laws of any state or other jurisdiction of the United States.

The New Shares and the Entitlements may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This Information Booklet may not be released to US wire services or distributed in the United States. The distribution of this Information Booklet in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Trading New Shares

To the maximum extent permitted by law, Namoi, the Underwriter and each of their respective affiliates and related bodies corporate, and each of their respective directors, officers, partners, employees, consultants, advisers and agents will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Namoi or its Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to. If you are in any doubt as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

ASX disclosure

Namoi has lodged notices with ASX in compliance with its continuous disclosure obligations under the *Corporations Act* and the Listing Rules. You can view Namoi's recent announcements on the ASX website www.asx.com.au or at the Namoi website <https://www.namoicotton.com.au/>.

When considering whether you should accept all or part of your Entitlement Offer, you should consider Namoi's ASX announcements and any risks associated with your personal circumstances. You should also seek professional advice from your stockbroker, financial adviser, accountant or other professional adviser in relation to whether to subscribe for New Shares.

Additional Information

Please read Section 5 of this Information Booklet carefully for other important notices, disclaimers and acknowledgements.



Chairman's letter

21 September 2022

Dear Shareholder

On behalf of the board of directors of Namoi Cotton Limited (ASX:NAM) (**Namoi**), I am pleased to offer you the opportunity to participate in a fully renounceable Entitlement Offer for new Namoi ordinary shares (**New Shares**).

Entitlement Offer

The Entitlement Offer provides Eligible Shareholders with the opportunity to acquire 1 New Share for every 5.25 currently held at the price of \$0.43 per share (**Entitlement**), to raise gross proceeds of approximately \$14.1 million.

This offer price of \$0.43 per share represents a discount of:

- 12.2% to Namoi's closing price of \$0.49 on 20 September 2022¹;
- 10.5% discount to TERP²; and
- 14.4% discount to 10-day volume weighted average share price (**VWAP**) of ~\$0.50 to 20 September 2022.

The proceeds from the Entitlement Offer will enable Namoi to:

- fund Namoi's equity investment in Kimberley Cotton Company Limited (**KCC**) and in KCC's project to build and operate a new cotton gin at Kununurra in Western Australia (together, the **KCC Investment**), to broaden Namoi's business and ginning footprint; and
- reduce debt, to strengthen Namoi's balance sheet to manage variable seasonal conditions.

Entitlement Offer Fully Renounceable

Your Directors have decided to make the Entitlement Offer fully renounceable. Accordingly, as a Shareholder you have a number of choices. You can:

- a) take up your Entitlement in full or in part;
- b) sell your Entitlement (in full or part) on the ASX;
- c) sell or transfer all or part of your Entitlement directly to another person; or
- d) do nothing, in which case you may not receive any value for your Entitlement.

¹ Being the last practicable Trading Day prior to the date of this Information Booklet.

² Theoretical Ex-Rights Price (TERP). A theoretical price at which Namoi Cotton shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing price of Namoi Cotton shares as traded on the ASX on 20 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade on the ASX immediately after the ex-date for the Entitlement Offer depends on many factors and may not be equal to TERP.



Apply for additional New Shares

If you take up your full Entitlement, you may also apply for additional New Shares in excess of your Entitlement at the Issue Price of \$0.43, up to a maximum cap of \$30,000 worth of additional New Shares (**Oversubscription Facility**).

The allocation of additional New Shares will be subject to the availability of New Shares under the Entitlement Offer. Applications made in relation to the Oversubscription Facility may be subject to scale back, at the discretion of the Board, if Eligible Shareholders apply for more additional New Shares than available under the Oversubscription Facility. See Section 3.2 of this Information Booklet for further information.

Major shareholder support and Sub-underwriting

Namoi's largest shareholder, Samuel Terry Asset Management Pty Ltd (**STAM**) is supportive of the Entitlement Offer and intends to take up its full entitlement. Similarly, Namoi's second largest shareholder, Louis Dreyfus Company Asia Pte Ltd (**LDCA**) is supportive of the Entitlement Offer and intends to take up its full entitlement.

STAM (as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting) and LDCA have entered agreements to take up their Entitlement and equally sub-underwrite any shortfall arising from the Entitlement Offer, up to the value of approximately \$9.6 million (exclusive of their Entitlements), or approximately \$4.8 million each.³

The impact of this sub-underwriting on STAM's shareholding in Namoi and on LDCA's shareholding in Namoi will depend on the extent which:

- Eligible Shareholders take up their Entitlements under the Entitlement Offer, and
- Any shortfall is allocated to other investors through the Oversubscription Facility.

However, in the unlikely event that no other Eligible Shareholders participate, STAM's relevant interest in Namoi will not exceed 26.0% and LDCA's relevant interest in Namoi will not exceed 16.8% following completion of the Entitlement Offer.

If the underwriting agreement with the Underwriter is terminated, the sub-underwriting arrangements will also be terminated.

Namoi will appoint Mr James Davies to the Board, as STAM's nominee, following completion of the Entitlement Offer. For more information, see the ASX Announcement on 21 September 2022 titled 'Notice of cancellation extraordinary general meeting' (see section 9 of this Information Booklet).

More details regarding STAM's and LDCA's support and involvement in the Entitlement Offer, including as sub-underwriters, are detailed in the Investor Presentation (see section 9 of this Information Booklet).

³ Any shortfall securities not taken up by Eligible Shareholders (including after the allocation of securities through the Oversubscription Facility) will be allocated to the Underwriter and in turn to STAM and LDCA, who have committed to sub-underwrite the Entitlement Offer. Refer to Slide 8 of the Investor Presentation for information on the possible effects of STAM's and LDCA's participation in the Entitlement Offer on its holding.



Other information

Full details of the Entitlement Offer as well as the key dates are set out in this Information Booklet and I urge you to read it carefully. Important information about Namoi's business and the purpose for the Entitlement Offer is also included in the Investor Presentation, which was released to the ASX on 21 September 2022 and the accompanying announcements to ASX on 21 September 2022, all of which are included in this Information Booklet in Section 9.

Accompanying this Information Booklet is your personalised Entitlement and Acceptance Form.

For further information regarding the Entitlement Offer, please call the Namoi Cotton Offer Information Line on 1300 521 168 (within Australia) or +61 3 9415 4634 (outside Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays).

Section 4 of this Information Booklet identifies some of the major risks associated with an investment in Namoi. You should also consult your stockbroker, financial adviser, accountant or other professional adviser with any questions or to evaluate whether to participate in the Entitlement Offer.

The Board of Directors of Namoi encourages you to consider this opportunity and the Directors intend to take-up their full entitlements⁴ in the Entitlement Offer.

Please note that the Offer closes at 5.00pm (Sydney time) on 28 October 2022 and that Entitlement trading will cease at close of trading on 21 October 2022.

Tim Watson
Chairman
Namoi Cotton Limited

⁴ Directors, as a related party, cannot participate in the additional shares as part of the Oversubscription Facility



Table of Contents

| | | |
|----------|--|-----------|
| 1 | Details of Entitlement Offer | 10 |
| 2 | Key dates | 14 |
| 3 | Actions Required by Shareholders | 15 |
| 4 | Risk factors | 21 |
| 5 | Additional Information | 22 |
| 6 | Tax disclosures | 26 |
| 7 | Definitions | 29 |
| 8 | Corporate Information | 32 |
| 9 | Investor Presentation and ASX announcements | 33 |



1 Details of Entitlement Offer

Namoi is offering all Eligible Shareholders the opportunity to buy 1 New Share for every 5.25 Existing Shares you held on the Record Date.

The New Shares are being offered at a subscription price of \$0.43 per New Share.

The subscription price of \$0.43 per New Share represents a discount of:

- 12.2% to Namoi's closing price of \$0.49 on 20 September 2022⁵;
- 10.5% discount to TERP⁶; and
- 14.4% discount to 10-day volume weighted average share price (**VWAP**) of ~\$0.50 up to and including 20 September 2022.

Your Entitlement is set out in the accompanying personalised Entitlement and Acceptance Form.

The Entitlement Offer is renounceable. Accordingly, if you do not wish to take up your Entitlement, you may sell all or part of your Entitlement on ASX between 3 October 2022 (on a normal settlement basis⁷) and 21 October 2022 (inclusive) through your broker or sell or transfer all or part of your Entitlement directly to another person (please refer to Section 3 of this Information Booklet for more information).

If you take no action, your Entitlement will be treated as renounced (as set out in Section 3.6 of this Information Booklet) and you will not receive any payment or value for all or that part of your Entitlement.

There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price able to be achieved for those Entitlements.

Some major risks of an investment in Namoi are identified in Section 4 of this Information Booklet.

When considering whether you should accept all or part of your Entitlement Offer, you should consider Namoi's ASX announcements (see ASX website www.asx.com.au or the Namoi website <https://www.namoicotton.com.au/>) and any risks associated with your personal circumstances. You should also seek professional advice from your stockbroker, financial adviser, accountant or other professional adviser in relation to whether to subscribe for New Shares.

⁵ The last Trading Day prior to the date of this Information Booklet.

⁶ Theoretical Ex-Rights Price (TERP). A theoretical price at which Namoi Cotton shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing price of Namoi Cotton shares as traded on the ASX on 20 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade on the ASX immediately after the ex-date for the Entitlement Offer depends on many factors and may not be equal to TERP.

⁷ Rights trading on a deferred settlement basis will commence on 26 September 2022.



1.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise proceeds of up to \$14.1 million (before Offer Costs). The net proceeds raised will be used by Namoi to allocate funds to:

- fund the KCC Investment, to broaden our business and ginning footprint; and
- reduce debt, to strengthen Namoi’s balance sheet to manage variable seasonal conditions.

1.2 Impact on the Namoi Capital structure

Subject to rounding up of fractional Entitlements, the capital structure of Namoi following the issue of New Shares is expected to be as follows:

| Impact on Namoi capital structure | Number of Issued Shares |
|---|-------------------------|
| Issued Shares (pre-Entitlement Offer) | 172.1 million |
| Maximum number of New Shares to be issued under the Entitlement Offer | 32.8 million |
| Maximum Issued Shares (post-Entitlement Offer) | 204.9 million |

1.3 Impact on the Namoi Net Tangible Assets per share

The Entitlement Offer is being completed at a discount to the most recently reported NTA⁸ per share of \$0.67. On the basis that the Entitlement Offer is fully subscribed and that the underlying NTA of Namoi remains stable during the Offer Period, the impact of the Entitlement offer will be to reduce the NTA per share from \$0.67 to \$0.63.

| Impact on Namoi NTA per share | No. of Issued Shares | NTA | NTA per share |
|---|----------------------|-----------------------|---------------|
| Pre-Entitlement Offer | 172.1m | \$115.6m ⁹ | \$0.67 |
| Maximum number of New Shares to be issued under the Entitlement Offer | 32.8m | \$13.3m ¹⁰ | |
| Post-Entitlement Offer | 204.9m | \$128.9m | \$0.63 |

1.4 Underwriting

The Entitlement Offer is fully underwritten by Morgans Corporate Limited ACN 010 539 607.

1.5 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

Eligible Shareholders are Shareholders who:

- are registered as a holder of Existing Shares as at 7.00pm (Sydney time) on the Record Date, 27 September 2022;

⁸ NTA is Net Tangible Assets

⁹ NTA is Net Tangible Assets as at 28 February 2022 from the FY2022 Namoi Annual Report

¹⁰ Total expected proceeds from the Entitlement Offer less estimated Offer Costs



- (b) have a registered address on the Namoi share register in Australia or New Zealand (or in respect to certain Institutional Investors only, have a registered address in Singapore or Hong Kong);
- (c) are not in the United States and are not acting (including as nominee or custodian) for the account or benefit of a person in the United States (to the extent such persons hold Shares for the account or benefit of a person in the United States); and
- (d) are eligible under all applicable securities laws to receive an Entitlement under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

Institutional Investors are persons to whom offer of securities may be made lawfully without the need for disclosure under Part 6D.2 of the Corporations Act and without the need for a prospectus or other disclosure document or any other lodgement or regulatory filing with any government agency in Australia, New Zealand, Singapore or Hong Kong.

Namoi has determined that on this occasion it is unreasonable to make an offer of New Shares to Institutional Investors with registered addresses outside Australia, New Zealand, Singapore or Hong Kong or to any other Shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**).

This decision was made having regard to the legal and regulatory requirements in countries outside Australia and the potential costs to Namoi of complying with these legal and regulatory requirements compared with the relatively small number of Shareholders in those countries, the relatively small number of Existing Shares they hold and the relatively low value of New Shares to which those Shareholders would otherwise be entitled.

Namoi may in its absolute discretion extend the Entitlement Offer to Shareholders who have registered addresses outside Australia, Hong Kong, New Zealand and Singapore (except the United States) in accordance with applicable laws.

1.6 Nominee for Ineligible Shareholders

Namoi will appoint a nominee (**Nominee**) for the Ineligible Shareholders to arrange for the sale of the Entitlements which would have been offered to them had they been eligible to participate in the Entitlement Offer.

If there is a viable market for Entitlements and a premium over the expenses of their sale can be made, the Nominee will arrange the sale of the Entitlements which would have been attributable to Ineligible Shareholders. The Nominee will distribute to the Ineligible Shareholders the net proceeds (if any) of the sale of Entitlements in proportion to each Ineligible Shareholder's Entitlements at the Record Date by arranging for a cheque, bank draft or money order in Australian dollars to be sent to the address of the Ineligible Shareholder as it appears in the records of Namoi's Share Registry.

Nominees and custodians may not distribute this Information Booklet and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, New Zealand, Singapore and Hong Kong except, with the consent of Namoi, to beneficial shareholders resident in certain other countries where Namoi may determine it is lawful and practical to make the Entitlement Offer.



The Nominee will have absolute and sole discretion to determine the price for which the Entitlements of Ineligible Shareholders may be sold so that a premium over the expenses of their sale can be made, as well as the timing and manner of such sale. Neither Namoi nor the Nominee will be subject to any liability to Ineligible Shareholders for failure to sell the Ineligible Shareholder Entitlements or to sell them at a particular price.

1.7 Directors' intentions

Each of the Directors intend to take-up their full entitlements¹¹ in the Entitlement Offer.

1.8 Allotment

Namoi has made an application for quotation of the New Shares on ASX. Trading of New Shares will occur, subject to ASX approval, shortly after allotment. It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than 5 Business Days after the close of the Entitlement Offer.

Application Monies will be held by Namoi on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

1.9 Information availability

Eligible Shareholders can obtain a copy of this Information Booklet from the ASX website www.asx.com.au and the Namoi website <https://www.namoicotton.com.au> or by calling the Namoi Offer Information Line on 1300 521 168 (within Australia) or +61 3 9415 4634 (outside Australia) at any time from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays) during the Offer Period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Namoi Offer Information Line on the above numbers.

1.10 Enquiries

For further information on the Entitlement Offer, please call the Namoi Offer Information Line on 1300 521 168 (within Australia) or +61 3 9415 4634 (outside Australia), from 8.30 am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays) and read the Information Booklet. If you have any further questions, you should contact your stockbroker, financial adviser, accountant or other professional adviser.

If you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Namoi Offer Information Line on the above telephone numbers.

¹¹ Directors, as a related party, cannot participate in the additional shares as part of the Oversubscription Facility

2 Key dates

The below table sets out the key dates in respect of the Entitlement Offer.

| Activity | Date |
|--|---|
| Launch date | Wednesday 21 September 2022 |
| Ex-date for Entitlement Offer Rights trading commences on a deferred settlement basis | Monday 26 September 2022 |
| Record Date for Entitlement Offer | 7 pm Tuesday 27 September 2022 |
| Entitlement Offer opens. Entitlement booklet and entitlement and acceptance forms sent to shareholders | Friday 30 September 2022 |
| Rights trading commences on a normal settlement basis | Monday 3 October 2022 |
| Rights trading closes | Friday 21 October 2022 |
| Last day to extend Entitlement Offer closing date | Tuesday 25 October 2022 |
| Entitlement Offer closing date | 5 pm Friday 28 October 2022 |
| Entitlement Offer results date | Wednesday 2 November 2022 |
| Settlement date | Thursday 3 November 2022 ¹² |
| Allotment date | Friday 4 November 2022 |
| Entitlement Offer trading date Holding statement despatch | Monday 7 November 2022 |

The above timetable is indicative only and subject to change.

All time references are to Sydney time. Namoi reserves the right to amend any or all these events, dates and times without notice subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws. In particular, Namoi reserves the right to extend the Closing Date of the Entitlement Offer (subject to the Corporations Act and Listing Rules), to accept late applications under the Entitlement Offer (either generally or in particular cases), and to withdraw the Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue of New Shares.

Namoi also reserves the right not to proceed with the whole or part of the Entitlement Offer any time prior to issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

¹² The settlement date for any Shortfall under the Entitlement Offer allocated to the sub-underwriters will be one or two business days after this date

3 Actions Required by Shareholders

What you may do – choices available. If you are an Eligible Shareholder, you may:

| Choices | Description | Refer |
|--|--|-------------|
| 1 Take up your Entitlement in full | If you wish to take up your Entitlement in full (and to apply for additional New Shares), follow the instructions set out in your personalised Entitlement and Acceptance Form. | Section 3.1 |
| 2 Take up all of your Entitlement, and apply for additional New Shares in excess of your Entitlement under the Oversubscription Facility | Eligible Shareholders who take up their Entitlement in full may also apply for additional New Shares in excess of their Entitlement (to the extent other Eligible Shareholders do not take up their full Entitlement), up to a maximum of \$30,000 worth of additional New Shares, under the Oversubscription Facility. | Section 3.2 |
| 3 Sell your Entitlement on the ASX | If you wish to sell your Entitlement on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Acceptance Form. | Section 3.3 |
| 4 Sell part of your Entitlement on ASX and take up the balance | | Section 3.4 |
| 5 Transfer all or part of your Entitlement to another person | | Section 3.5 |
| 6 Do nothing | | Section 3.6 |

3.1 If you wish to take up your Entitlement

If you wish to take up your Entitlement in full (and to apply for additional New Shares), follow the instructions set out in your personalised Entitlement and Acceptance Form.

Payment by BPAY

For payment BPAY, please follow the instructions on your Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). If you receive more than one personalised Entitlement and Acceptance Form, you will need to complete individual BPAY transactions using the Customer Reference Number specific to each individual personalised Entitlement and Acceptance Form that you receive.

You can only make a payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions.

If payment is being made by BPAY, you do not need to return the Entitlement and Acceptance Form and you will be deemed to have made the declarations set out in this Information Booklet and on the Entitlement and Acceptance Form. Your payment must be received by no later than 5.00pm (Sydney time) on 28 October 2022.



You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

By post

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with the instructions on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than 5.00pm (Sydney time) on 28 October 2022 at the address set out below.

Namoi Cotton Limited
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

If you take up and pay for all your Entitlement before the close of the Entitlement Offer, it is expected that you will be issued New Shares on 7 November 2022.

Namoi reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (Sydney time) on 28 October 2022** (however, that date may be varied by Namoi, in accordance with the Corporations Act and the Listing Rules).

3.2 Taking up all of your Entitlement and applying for additional New Shares

Eligible Shareholders who take up their Entitlement in full may also apply for additional New Shares in excess of their Entitlement (to the extent other Eligible Shareholders do not take up their full Entitlement), up to a maximum of \$30,000 worth of additional New Shares, under the Oversubscription Facility.

(Any Application Monies received for more than your full Entitlement will be treated as applying for as many additional New Shares as it will pay for in full.)

Additional New Shares will only be allocated to Eligible Shareholders if available, and subject to the Corporations Act, ASX Listing Rules and other applicable laws and regulations. If Eligible Shareholders apply for more additional New Shares than available under the Oversubscription Facility, Namoi will scale back applications for additional New Shares in its absolute discretion having regard to the pro-rata Entitlement of Eligible Shareholders who apply for additional New Shares. Application Monies received for more than your final allocation of New Shares and additional New Shares will be refunded as soon as practicable after allotment.

3.3 If you wish to sell your Entitlement on the ASX

If you wish to sell your Entitlement on the ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Acceptance Form.



You can sell your Entitlements on ASX from 26 September 2022 (on a deferred settlement basis) and from 3 October 2022 (on a normal settlement basis). All sales on ASX must be effected by 4.00pm (Sydney time) on 21 October 2022, when Entitlements trading ends on ASX.

Eligible Shareholders who sell their Entitlement before receiving confirmation of their Entitlement in the Entitlement and Acceptance Form do so at their own risk.

Namoi will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade their Entitlements before they receive their personalised Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by Namoi or the Share Registry or otherwise, or who otherwise trade or purport to trade Entitlements in error which they do not hold or are not entitled to.

Namoi will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Namoi or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error which they do not hold or are not entitled to.

You can ascertain your correct Entitlement by calling your stockbroker or the Namoi Offer Information Line on 1300 521 168 (within Australia) or +61 3 9415 4634 (outside Australia) from 8.30 am to 5.30 pm (Sydney time) Monday to Friday (excluding public holidays).

3.4 Taking up part of the Entitlement and electing for the balance to be sold

If you wish to take up part of your Entitlement and sell the balance on ASX, you need to:

- (a) complete and return your personalised Entitlement and Acceptance Form for the number of New Shares you wish to take up with the requisite Application Monies (or pay your Application Monies via BPAY by following the instructions set out in the Entitlement and Application Form); and
- (b) in respect of the part of your Entitlement to be sold on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Application Form.

If payment is made through BPAY and Namoi receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment will be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.5 Transfer all or part of your Entitlement to another person

If you wish to transfer all or part of your Entitlement to another person or party other than on-market using ASX, then you must do the following:

- (a) Complete a standard renunciation form (which you can obtain from your stockbroker or via the Namoi Offer Information Line);
- (b) Have the transferee complete the Entitlement and Acceptance Form;
- (c) Have the transferee organise a cheque, bank draft or money order for the amount due in respect of the New Shares, payable to '**Namoi Cotton Limited**' and crossed 'not negotiable'; and



- (d) Arrange for each of the documents referred to above to be delivered so that they are received by no later than 5.00pm (Sydney time) on 28 October 2028 by the Share Registry at:

By post

Namoi Cotton Limited
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

Please note you can only transfer or renounce your Entitlement through the Share Registry if they are Issuer Sponsored. You should seek advice from your stockbroker in this regard. The transferee's address must be an address in Australia, Hong Kong, New Zealand or Singapore (unless Namoi otherwise agrees) and the transferee must not be in the United States or acting for the account or benefit of any person in the United States.

3.6 Entitlement not taken up – if you do nothing

If you are an Eligible Shareholder and you do nothing, although you will continue to own the same number of existing Shares, the Entitlements in respect of your existing Shares will lapse and may be acquired by Eligible Shareholders under the Oversubscription Facility, or may be acquired by the Underwriter or any sub-underwriters.

You should also note that, if you do not take up all or part of your Entitlement, then you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any payment or value for all or that part of your Entitlement. Your proportionate interest in Namoi will also be diluted to the extent that New Shares are issued to other Shareholders.

3.7 Payment

The consideration for the New Shares is payable in full on application by a payment of \$0.43 per New Share:

- You may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
- Alternatively, the Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Namoi Cotton Limited**' and crossed 'not negotiable'.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

Namoi will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. Any Application Monies received for more than your final allocation of New Shares, will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

If Namoi receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment will be treated as an application for as many New Shares as your Reduced Amount will pay for in full.



3.8 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer. Please note you may incur brokerage if you choose to sell your Entitlement on ASX.

3.9 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form accompanied by the requisite Application Monies, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted for yourself and on behalf of each person on whose account you are acting that you and/or they:

- (a) have read and understood this Information Booklet and your personalised Entitlement and Acceptance Form;
- (b) are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or an issue of New Shares under the Entitlement Offer;
- (c) acknowledge that the New Shares and Entitlements have not been, and will not be, registered under the US Securities Act, and the New Shares and Entitlements may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws;
- (d) have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States;
- (e) agree to be bound by the terms of the Entitlement Offer set out in this Information Booklet;
- (f) represent and warrant that all details and statements in the Entitlement and Acceptance Form are completed and accurate;
- (g) are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (h) authorise Namoi and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's Share Registry using the contact details set out in the Entitlement and Acceptance Form;
- (i) authorise Namoi to register you as the holder(s) of New Shares allotted to you;

- (j) were the registered owner(s) at the Record Date of the Shares indicated on your personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (k) acknowledge that this Information Booklet is not a prospectus, does not contain all the information that you may require to assess an investment in Namoi and is given in the context of Namoi's past and ongoing continuous disclosure announcements to ASX;
- (l) acknowledge the major risks contained or referenced in Section 4 of this Information Booklet, including those contained in the section entitled "Key Risks" in the Investor Presentation (see Section 9 of this Information Booklet);
- (m) acknowledge that none of Namoi, the Underwriter, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the New Shares or the performance of Namoi, nor do they guarantee the repayment of capital from Namoi;
- (n) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) represent and warrant that the law of any place does not prohibit you from being given this Information Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer;
- (p) acknowledge that once Namoi receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY, you may not withdraw your Application or funds provided except as allowed by law;
- (q) you agree that if in the future you decide to sell or otherwise transfer the New Shares and Entitlements you will only do so in "regular way" 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 that the purchaser is, a person in the United States;
- (r) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia, New Zealand or Singapore and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Information Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person; and
- (s) agree to apply for and be issued up to the number of New Shares specified in your personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY, at the Issue Price per New Share; and
- (t) acknowledge that the information contained in, or accompanying, this Information Booklet is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs.



4 Risk factors

4.1 Introduction

This Section describes the key risks of investing in Namoi together with the risk relating to participation in the Entitlement Offer. You should consult your own professional, financial, legal and tax advisers about the risks and suitability of investing in light of your particular circumstances.

This is not an exhaustive list of the relevant risks and the risks set out below are not in order of importance. The risks set out below and other risks not specifically referred to may in the future materially adversely affect the value of the New Shares and their performance. Accordingly, no assurance or guarantee of future performance or profitability is given by Namoi in respect of the New Shares.

In deciding whether to participate in the Entitlement Offer, you should read this Information Booklet in its entirety and carefully consider the risks outlined in this Section. You should also consider publicly available information on Namoi and examine the full content of this Information Booklet.

4.2 Disclosed risks in the investor presentation

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 of the Investor Presentation (see Section 9 of this Information Booklet), but these are not an exhaustive list of the risks associated with an investment in the Shares. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

4.3 New Risks arising from the Entitlement Offer

Renouncement risk and dilution

If you are an Eligible Shareholder, and you do not take up or sell your Entitlement under the Entitlement Offer, you will not receive any payment or value for all or that part of your Entitlement, the Entitlement in respect of your existing Shares will lapse and may be acquired by Eligible Shareholders under the Oversubscription Facility, or may be acquired by the Underwriter or any sub-underwriters.

You should also note that if you do not take up all of your Entitlement, then your percentage security holding in Namoi will be diluted by not participating to the full extent in the Entitlement Offer.

Risk of selling or transferring Entitlements

If you are an Eligible Shareholder and do not wish to take up your Entitlement, you can sell it on ASX or transfer it to another person or entity other than on ASX. Prices obtained for Entitlements may rise and fall over the Offer Period and liquidity may vary. If you sell or transfer your Entitlement at one stage in the Offer Period, you may receive a higher or lower price than an Eligible Shareholder who sells or transfers their Entitlement at a different stage in the Offer Period.



5 Additional Information

5.1 Notice to nominees and custodians

The Entitlement Offer is being made to all Eligible Shareholders. Nominees and custodians, may also be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.

Nominees and custodians which hold Existing Shares as nominees or custodians will have received, or will shortly receive, a letter from Namoi. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Shareholder.

Nominees and custodians may not distribute this document and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, New Zealand, Singapore and Hong Kong except, with the consent of Namoi, to beneficial shareholders resident in certain other countries where Namoi may determine it is lawful and practical to make the Entitlement Offer.

Namoi is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of Existing Shares or Entitlements.

5.2 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares.

The rights attaching to the New Shares are set out in Namoi's constitution and are regulated by the Corporations Act, the Listing Rules and general law.

5.3 Rounding of New Shares

Where fractions arise in the calculation of Entitlements, they will be rounded up to the next whole number of New Shares.

5.4 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

5.5 Underwriting

The Entitlement Offer is fully underwritten by the Underwriter. Any New Shares which are not subscribed for by Eligible Shareholders pursuant to their Entitlement will be first applied to the Oversubscription Facility. Additional New Shares will be issued pursuant to the Oversubscription Facility to Eligible Shareholders who have applied for New Shares in addition to the Entitlements. The allocation of additional New Shares will be subject to the availability of New Shares under the Entitlement Offer.

To the extent there is still any shortfall in respect of the Entitlement Offer after the Oversubscription Facility New Shares are issued, the remaining Shortfall will be subscribed for



by the Underwriter and in turn any sub-underwriters on the terms and conditions of the Underwriting Agreement.

The Underwriter will be paid:

- (a) an underwriting fee of 2.5% of the proceeds of the Entitlement Offer; and
- (b) a management fee of 1.0% of the proceeds of the Entitlement Offer.

The Underwriter will also be reimbursed for certain expenses.

Namoi and the Underwriter have entered into an Underwriting Agreement. For further detail regarding the key terms of the Underwriting Agreement, please refer to the “Key Risks” section of the Investor Presentation (see section 9 of this Information Booklet).

Neither the Underwriter nor any of its related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents (collectively, the **Underwriter Parties**) have authorised or caused the issue or lodgement, submission, dispatch or provision of this Information Booklet and there is no statement in this Information Booklet which is based on a statement made by an Underwriter Party. To the maximum extent permitted by law, each Underwriter Party expressly disclaims all liabilities in respect of, and makes no, representations regarding, and takes no responsibility for any part of this Information Booklet or any action taken by you on the basis of the information in this Information Booklet, and makes no representation or warranty as to the currency, accuracy, reliability or completeness of this Information Booklet. To the maximum extent permitted by law, the Underwriter Parties exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Information Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by any of the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

5.6 Not financial product advice

This Information Booklet is not a prospectus, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with ASIC or any foreign regulator). This Information Booklet is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. Any Eligible Shareholder who wishes to participate in the Entitlement Offer should consider this Information Booklet in full. Any Eligible Shareholder who wishes to subscribe for and purchase New Shares will need to follow the instructions contained in this Information Booklet and the Entitlement and Acceptance Form which accompanies it. This Information Booklet does not constitute investment or financial product advice or any recommendation to acquire Shares or New Shares and does not and will not form any part of any contract for the acquisition of New Shares.

Each recipient of this Information Booklet should make their own enquiries and investigations regarding all information in this Information Booklet, including but not limited to the



assumptions, uncertainties and contingencies which may affect future operations of Namoi and the impact that different future outcomes may have on Namoi. This Information Booklet has been prepared without taking account of any person's investment objectives, financial situation or particular needs.

Before making an investment decision, Eligible Shareholders should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, make their own assessment of the information and seek advice appropriate to their jurisdiction in relation to the information and any action taken on the basis of the information. Any reference to, or explanations of legislation, regulatory issues or any other legal commentary (if any) are indicative only, and do not summarise all relevant issues and are not intended to be a full explanation of a particular matter. Namoi is not licensed to provide financial product advice in respect of the New Shares.

If, after reading this Information Booklet, you have any questions about whether you should invest in the Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision.

5.7 Continuous Disclosure

Namoi is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

Namoi is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Namoi has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Shares. That information is available to the public from ASX or on the Namoi website at <https://www.namoicotton.com.au/>.

5.8 Financial Data

All financial data is presented as at the date of this Information Booklet unless otherwise stated.

5.9 Foreign jurisdictions

This Information Booklet does not constitute an offer of Entitlements or New Shares in any jurisdiction in which it would be unlawful. In particular, this Information Booklet may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold in the institutional entitlement offer, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This Information Booklet may be distributed in Hong Kong solely to existing shareholders of Namoi. The contents of this Information Booklet have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Information Booklet, you should obtain independent professional advice.



New Zealand

The New Shares and Entitlements are not being offered to the public within New Zealand other than to existing shareholders of Namoi with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This Information Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Information Booklet 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.

Singapore

This Information Booklet and any other materials relating to the New Shares and Entitlements have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Information Booklet and any other document relating to the New Shares and Entitlements may not be issued, circulated or distributed, nor may the New Shares and Entitlements be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This Information Booklet has been given to you on the basis that you are an existing holder of Namoi's shares. If you are not such a shareholder, please return this Information Booklet immediately. You may not forward or circulate this Information Booklet to any other person in Singapore.

Any offer is not made to you with a view to the New Shares and Entitlements being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares and Entitlements. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

5.10 Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of Applications made pursuant to the Entitlement Offer are governed by the law applicable in Brisbane, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of that place.

6 Tax disclosures

Introduction

This Section is a general summary of some key Australian income tax, goods and services tax (**GST**) and stamp duty implications of the Entitlement Offer for Eligible Shareholders.

The taxation implications of the Entitlement Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the taxation treatment that will apply to you.

Neither Namoi, nor any of its officers or employees, nor its taxation and other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences or in respect of the taxation consequences.

The comments in this Section deal only with the Australian taxation implications of the Entitlement Offer if you:

- (a) are a resident for Australian income tax purposes; and
- (b) hold your Shares on capital account.

The comments in this Section **do not** apply to you if you:

- (a) are not a resident of Australia for Australian income tax purposes; or
- (b) hold your Shares as revenue assets or trading stock; or
- (c) are subject to the 'taxation of financial arrangement rules' (commonly referred to as TOFA rules) in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to your holding of Existing Shares, Entitlements or New Shares; or
- (d) acquired the Existing Shares in respect of which Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme; or
- (e) acquired Entitlements otherwise than because you are an Eligible Shareholder.

This taxation summary is necessarily general in nature and is based on the Australian tax legislation and administrative practice in force as at the date of this Information Booklet. It does not take into account any financial objectives, tax positions, or investment needs of Eligible Shareholders. It is strongly recommended that each Eligible Shareholder seek their own independent professional tax advice applicable to their particular circumstances.

Issue of Entitlements

The issue of Entitlements should not, of itself, result in any amount being included in your assessable income.

Sale of Entitlements

If you sell your Entitlement on ASX or otherwise, you should derive a capital gain for capital gains tax (**CGT**) purposes equal to the sale proceeds less any non-deductible costs of disposal.

You will be treated as having acquired your Entitlement on the same day on which you acquired your Existing Shares which gave rise to your Entitlement. Accordingly, individuals,

trustees or complying superannuation entities that have held their Existing Shares for at least 12 months prior to the date they sell their Entitlements should be entitled to discount the amount of a capital gain resulting from the sale of their Entitlements. The CGT discount is discussed below.

The Commissioner of Taxation (Commissioner) has released Taxation Ruling TR 2017/4 “Income tax: taxation of rights and retail premiums under renounceable rights offers where shares held on capital account” in which the Commissioner ruled that shareholders do not need to include any amount in their assessable income upon the grant of the entitlement, and that any premium received on entitlements will be treated as capital proceeds from the realisation of a CGT asset. Accordingly:

- a) Eligible Shareholders whose Entitlements are sold by a Nominee should derive a capital gain for CGT purposes equal to the amount of any cash payment received; and
- b) Eligible Shareholders who are individuals, complying superannuation entities or trustees that have held their Existing Shares for at least 12 months prior to the date of sale, should be entitled to the CGT discount in respect of any capital gain resulting from the sale of the Entitlements by the Nominee (after the application of any current year or carry forward capital losses).

The Commissioner has also confirmed that premiums paid to Eligible Shareholders are not ordinary income, or a dividend, for income tax purposes.

Exercise of Entitlement

No capital gains tax liability should arise for you on the exercise (i.e. taking up) of your Entitlement, or, to the extent relevant, by participating in the Oversubscription Facility.

If you take up all or part of your Entitlement, you will acquire New Shares with a cost base for CGT purposes equal to the Issue Price payable by you for those New Shares plus any non-deductible incidental costs you may incur in acquiring them.

New Shares will be taken to have been acquired for CGT purposes on the day you exercise the Entitlement.

Dividends on New Shares as a result of Entitlements taken up

Any future dividends or other distributions made in respect of New Shares will generally be subject to the same income tax treatment as dividends or other distributions made on existing Shares held in the same circumstance.

Disposal of New Shares

The disposal of a New Share will constitute a disposal for CGT purposes.

On disposal of a New Share, you will make a capital gain if the capital proceeds on disposal exceed the total cost base of the New Share. You will make a capital loss if the capital proceeds are less than the total reduced cost base of the New Share. The cost base of New Shares is described above.

Individuals, trustees or complying superannuation entities that have held New Shares for at least 12 months or more at the time of disposal should be entitled to apply the general CGT discount to reduce the capital gain (after offsetting any current year or carry forward capital



losses). The CGT discount factor is 50% for individuals and trustees and 33 1/3% for superannuation entities.

New Shares will be treated for the purposes of the capital gains tax discount as having been acquired when you exercise your Entitlement. Accordingly, to be eligible for the CGT discount, the New Shares must have been held for at least 12 months after the date that you exercised your Entitlement.

If you make a capital loss, you can only use that loss to offset other capital gains from other sources; i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in an income year it can be carried forward to use in future income years, providing certain tests are satisfied.

Provision of TFN and/or ABN

Namoi may be required to withhold tax from you on payments of dividends that are not fully franked, at the specified rate, and remit such amounts to the ATO, unless you have provided an Australian Business Number (**ABN**), Tax File Number (**TFN**), or you have informed us that you are exempt from quoting your TFN or ABN.

You are not required to provide your TFN or ABN to Namoi, however you may choose to do so. If you have previously quoted your ABN, TFN, or have notified us that an exemption from quoting your TFN/ABN exists, that quotation or exemption will also apply in respect of any New Shares acquired by you.

Other Australian taxes

No GST or stamp duty will be payable by you in respect of the issue, sale or taking up of your Entitlement or the acquisition of New Shares.



7 Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Information Booklet.

Applicant means a person who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Application means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Application Monies means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

Board means the board of Directors of Namoi.

Business Day has the same meaning as in the Listing Rules.

Closing Date means the day the Entitlement Offer closes, being 5.00pm (Sydney time) on 28 October 2022 or such other day as determined by the Directors in accordance with the Listing Rules.

Company or Namoi means Namoi Cotton Limited ABN 76 010 485 588.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director Interests means the relevant direct and indirect interest of each Director in the Shares of the Company.

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder who:

- (a) is registered as a holder of Shares at 7.00pm (Sydney time) on the Record Date 27 September 2022;
- (b) has a registered address on the Namoi share register in Australia or New Zealand (or in respect to certain Institutional Investors only, have a registered address in Singapore and Hong Kong);
- (c) is not in the United States and is not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States (to the extent such persons hold Shares for the account or benefit of a person in the United States); and
- (d) is eligible under all applicable securities laws to receive an Entitlement under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.



Entitlement means the right to subscribe for 1 New Share for every 5.25 Existing Shares held on the Record Date pursuant to the Entitlement Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Information Booklet.

Entitlement Offer means a pro rata renounceable offer to Eligible Shareholders to subscribe for New Shares on the basis of 1 Share for every 5.25 Existing Shares of which the Eligible Shareholder is the registered holder on the Record Date at an Issue Price of \$0.43 per New Share.

Existing Shares means the Shares already on issue in the Company as at the Record Date.

Ineligible Shareholder means a Shareholder (or beneficial holder of Shares) who is not an Eligible Shareholder.

Information Booklet means this document.

Institutional Investors means persons to whom offers of securities may be made lawfully without the need for disclosure under Part 6D.2 of the Corporations Act and without the need for a prospectus or other disclosure document or any other lodgement or regulatory filing with any government agency in Australia, New Zealand, Singapore or Hong Kong.

Issue Price means \$0.43 per New Share.

Investor Presentation means the presentation to investors released to the ASX on 21 September 2022, incorporated in Section 9 of this Information Booklet.

KCC means Kimberley Cotton Company Limited (ACN 649 678 197).

KCC Investment means the investment by Namoi in KCC and in KCC's project to construct and operate a new cotton gin at Kununurra, Western Australia.

Listing Rules means the official listing rules of ASX.

Namoi or **Namoi Cotton** means Namoi Cotton Limited (ABN 76 010 485 588)

Nominee means the nominee appointed by Namoi to arrange for the sale of the Entitlements which would have been offered to Ineligible Shareholders had they been eligible to participate in the Entitlement Offer.

New Shares means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued under the Oversubscription Facility or to the Underwriter or any sub-underwriters.

NTA per share means the value of the Company's total assets less the value of its intangible assets and the value of its liabilities divided by the number of Shares on issue.

Offer Costs means direct costs of the Entitlement Offer including fees paid to the Underwriter, Nominee, advisers and to providers of specific services to cover Share Registry, printing and postage costs.

Offer Period means the period commencing on 30 September 2022 and ending on 28 October 2022.



Oversubscription Facility means the opportunity for Eligible Shareholders who take up all of their Entitlement to also apply for additional New Shares in excess of their Entitlement (up to the cap of \$30,000).

Record Date means 7.00pm (Sydney time) on 27 September 2022.

Shareholders means holders of Shares.

Shares means fully paid ordinary shares in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited ABN 48 078 279 277.

Shortfall means, as the context requires, those New Shares not taken up under the Entitlement Offer or the equivalent value of those New Shares based on the Issue Price.

TERP means Theoretical Ex-Rights Price. A theoretical price at which Namoi Cotton shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing price of Namoi Cotton shares as traded on the ASX on 20 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade on the ASX immediately after the ex-date for the Entitlement Offer depends on many factors and may not be equal to TERP

Trading Day has the meaning given in the Listing Rules.

Underwriter means Morgans Corporate Limited (ACN 010 539 607).

Underwriting Agreement means the underwriting agreement entered into on 21 September 2022 between Namoi and the Underwriter.

US Securities Act means the *US Securities Act* of 1933, as amended.

VWAP means Volume Weighted Average Price



8 Corporate Information

COMPANY

Namoi Cotton Limited

ABN 76 010 485 588

<https://www.namoi cotton.com.au/>

REGISTERED OFFICE

1b Kitchener Street

Toowoomba QLD 4350

DIRECTORS

Tim Watson

Ian Wilton

Juanita Hamparsum

Robert Green

SHARE REGISTRY

Computershare Investor Services Pty Ltd

GPO Box 7045

Sydney NSW 1115

LEGAL ADVISOR

King & Wood Mallesons

Level 33, 1 Eagle Street

Brisbane QLD 4000



9 Investor Presentation and ASX announcements

The enclosed Investor Presentation and accompanying three ASX announcements is current as of 21 September 2022. The three ASX announcements, made on the same day as the Investor Presentation, are:

- 'Namoi Cotton announces underwritten renounceable entitlement (rights) offer to raise \$14.1 million'
- 'Business update'; and
- 'Notice of cancellation of extraordinary general meeting'

There may be other announcements that may be made by Namoi after 21 September 2022 and throughout the Offer Period that may be relevant in your consideration of whether to take up, sell or transfer all or some of your Entitlement, that include the:

- Quarterly Activity Report and Appendix 4C - expected to be released in the week commencing 26 September 2022.
- FY2023 Half Year results - expected to be released in the week commencing 24 October 2022.

Those announcements will be available on www.asx.com.au and you should check those announcements before submitting an Application or selling or transferring your Entitlement.



CAPITAL RAISING

Renounceable entitlement (rights) offer



21 September 2022

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

Strengthen, Strategy and Execution

Important information and disclaimer

IMPORTANT INFORMATION AND DISCLAIMER

The following notice and disclaimer applies to this investor presentation ("Presentation") and you are therefore advised to read this carefully before reading or making any other use of this Presentation or any information contained in this Presentation. By accepting this Presentation you represent and warrant that you are entitled to receive this Presentation in accordance with the restrictions, and agree to be bound by the limitations, contained within it.

This Presentation has been prepared and authorised by Namoi Cotton Limited (ABN 76 010 485 588) ("Namoi", "Namoi Cotton" or "Issuer") in connection with Namoi's proposed equity investment (by way of being issued shares and convertible notes) in Kimberley Cotton Company Limited (ACN 649 678 197) ("KCC") and the Group's investment in KCC's project to design, supply ancillary gin equipment, build and operate a new cotton gin at Kununurra, Western Australia (together, the "KCC Investment"), pursuant to the terms of a convertible note agreement, shareholders deed, gin installation and project management agreement and the ancillary gin equipment supply agreement entered into between the Company and KCC and the gin operating agreement entered into between a member of the Group and a related body corporate of KCC (together, the "KCC Agreements") and the proposed equity capital raising by Namoi by way of a pro-rata renounceable entitlement offer of new fully paid ordinary shares in Namoi ("New Shares") and entitlements ("Entitlements") to eligible existing shareholders (together with the option for eligible shareholders to apply for up to \$30,000 worth of additional New Shares, in addition to their entitlements (Oversubscription Facility) (together the "Offer").

REFERENCES TO NAMOI

In this Presentation references to "Namoi Cotton", "Namoi", "Namoi Group", "the Group", "we", "us" and "our" are to Namoi Cotton Limited and (where applicable) its controlled subsidiaries. For definitions of key terms not otherwise defined in this Presentation, please refer to Namoi's 2022 Full Year Results Presentation.

SUMMARY INFORMATION

The information in this Presentation is of a general nature, does not purport to be complete and does not purport to contain all of the information that an investor should consider when making an investment decision. **This Presentation is not a prospectus, product disclosure statement or any other disclosure or offering document under Australian law or the law of any other jurisdiction and does not contain all the information that would be required in such a document. This Presentation will not be lodged with the Australian Securities and Investments Commission ("ASIC").** This Presentation is to be read in conjunction with Namoi's other announcements released to the ASX (available at www.asx.com.au).

KCC INFORMATION

Certain information in this Presentation has been sourced from KCC or its representatives or associates. While steps have been taken to confirm that information is correct, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, completeness, reliability or adequacy.

Investors should note that KCC is an unlisted public company in Australia, which means that it is not subject to the same continuous disclosure requirements as publicly listed companies in Australia (such as Namoi) and does not publish or file periodic or other continuous disclosure reports with the ASX. While KCC is required to file audited financial statements with ASIC, the nature of its reporting may be more limited than that for listed companies and Namoi takes no responsibility for it.

Namoi undertook a due diligence process in respect of the KCC Investment, which relied in part on the review of financial and other information provided by KCC. Despite making reasonable efforts, Namoi has not been able to verify the accuracy, reliability, or completeness of all the information which was provided to it. If any such information provided to, and relied upon, by Namoi in its due diligence investigations and in its preparation of this Presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of KCC (and the financial position of Namoi following the making of the KCC Investment) may be materially different to the expectations reflected in this Presentation.

Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the KCC Investment have been identified or managed appropriately (for example, because it was not possible to negotiate indemnities or representations and warranties from KCC to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have a material impact on Namoi, which were not identified through due diligence or for which there is no contractual protection for Namoi. This could adversely affect the operations, financial performance and/or financial position of Namoi.

NO OFFER, ADVICE OR RECOMMENDATION

This Presentation is for information purposes only and should not be read or understood as an offer, invitation, solicitation, inducement or recommendation to subscribe, buy or sell Issuer securities in any jurisdiction. This Presentation will not form any part of any contract or commitment for the acquisition of Issuer securities.

Nothing contained in this Presentation constitutes financial product, legal, tax or investment advice, nor is it a recommendation to acquire New Shares and this Presentation will not form part of any contract for the acquisition of New Shares. It has been prepared without taking into account the objectives, financial situation and particular needs of individuals. Before making an investment decision in connection with the Offer, prospective investors should consider the appropriateness of the information in this Presentation in regard to their own investment objectives, financial situation and needs and seek their own appropriate professional advice, including financial, legal and taxation advice appropriate to their jurisdiction. Namoi is not licensed to provide financial advice in respect of the New Shares.

Each recipient of this Presentation should make their own enquiries and investigations regarding all of the information included in this Presentation, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Namoi and the values and the impact that different future outcomes may have on Namoi.

The Offer will be made on the basis of the information contained in the offer information booklet ("Information Booklet") to be prepared for eligible shareholders in Australia and New Zealand (and certain institutional investors in Singapore and Hong Kong) and made available following its lodgment with ASX. Any eligible shareholder in Australia or New Zealand who wishes to participate in the Offer should consider the Information Booklet before deciding whether to apply for New Shares under the Offer. Anyone who wishes to apply for New Shares under the Offer will need to apply in accordance with the instructions contained in the Offer Booklet.

PAST PERFORMANCE

Past performance and pro forma historical financial information is given for illustrative purposes only. It should not be relied on and is not indicative of future performance, including future security prices.

Important information and disclaimer (cont.)

FORWARD LOOKING STATEMENTS

This Presentation contains certain forward-looking statements and comments about future events, including statements regarding the financial condition, results of operations and business of Namoi, market conditions, the potential impact and duration of the global COVID-19 pandemic, the outcome of the Offer, the timing and expected benefits of the KCC Investment and the use of proceeds. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. Forward looking statements may be identified by the use of words such as "will", "may", "expect", "indicative", "intent", "seek", "would", "should", "could", "continue", "plan", "probability", "risk", "forecast", "likely", "estimate", "anticipate", "believe", "aim" and similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements, and include statements in this Presentation regarding the potential impact and duration of the COVID-19 pandemic, the timing, impact and outcome of the KCC Investment (including Namoi's return on investment), the conduct and outcome of the Offer, the future performance of Namoi and KCC post completion of the KCC Investment, as well as statements about market and industry trends, which are based on interpretations of current market conditions.

The forward looking statements reflect views and assumptions with respect to future events as at the date of this Presentation. However, they are not guarantees of future performance. They involve known and unknown risks, uncertainties, assumptions, contingencies and other factors which are, in many instances, beyond the control of Namoi, its officers, employees, agents, advisers and management, and may involve significant elements of subjective judgement and assumptions as to future events that may or may not be correct. There can be no assurance that actual outcomes will not differ materially from any forward-looking statements. Past performance is not indicative of future performance. Refer to the "Key Risks" section of this Presentation for a summary of certain risk factors that may affect Namoi. No guarantee, representation or warranty (express or implied) is made as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statements contained in this Presentation.

Investors are strongly recommended not to place undue reliance on any forward-looking statements (in light of the current global economic climate and volatility, uncertainty and disruption caused by the COVID-19 pandemic).

Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially from those expressed or implied in those statements and any projections and assumptions on which these statements are based. These statements may assume the success of Namoi's business strategies and the realisation of a return on investment following completion of the KCC Investment, the success of which may not be realised within the period for which the forward-looking statements may have been prepared, or at all.

No guarantee, representation or warranty (express or implied) is made as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statements contained in this Presentation. The forward-looking statements are based only on information currently available to Namoi as at the date of this Presentation and potential investors should make their own enquiries and investigations regarding all information included in this Presentation including the assumptions, uncertainties and contingencies which may affect Namoi's future operations and the values and the impact that future outcomes may have on Namoi. Except as required by applicable laws, none of Namoi, its representatives or advisers undertake any obligation to provide any additional or updated information or to publicly update or revise the forward-looking statements or other statements in this Presentation, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

MARKET AND INDUSTRY DATA

Certain market and industry data used in this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither the Issuer nor its representatives, its advisers or the Underwriter (as defined below) or their respective Representatives (as defined below) have independently verified any market or industry data provided by third parties or general publications.

INVESTMENT RISK

An investment in Namoi securities is subject to investment and other known and unknown risks, some of which are beyond the control of Namoi, including possible loss of income and principal invested. Namoi does not guarantee any particular rate of return or the performance of Namoi, nor does it guarantee the repayment of capital from Namoi or any particular tax treatment. In considering an investment in Namoi securities, investors should have regard to (amongst other things) the risks outlined in this Presentation.

NOT AN OFFER OF SECURITIES IN THE UNITED STATES

This Presentation has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States or any other jurisdiction where it would be illegal. Any securities described in this Presentation have not been, and will not be, registered under the U.S. Securities Act of 1933 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 U.S. Securities Act and applicable US state securities laws. The New Shares and the Entitlements will not be offered in the United States or to any person acting on behalf of a person in the United States.

In addition, the distribution of this Presentation is restricted by law in certain other countries. See the "International Offer Restrictions" section of this Presentation for further information. Failure to comply with these restrictions may constitute a violation of applicable securities laws.

By accepting this Presentation you represent and warrant that you are entitled to receive such Presentation in accordance with the above restrictions and agree to be bound by the limitations contained herein.

DISCLAIMER AND LIABILITY

While the information in this Presentation has been prepared in good faith and with reasonable care, no representation or warranty (express or implied) is made as to the accuracy, adequacy or reliability of any statements, estimate, opinions or other information contained in the Presentation. Neither the lead manager and underwriter (Morgans Corporate Limited) of the Offer ("Underwriter"), nor any of the Underwriter's or Namoi's respective advisers or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents (collectively, their "Representatives"), have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and none of them makes or purports to make any statement in this Presentation which is based on any statement by any of them. To the maximum extent permitted by law, Namoi, the Underwriter and their respective Representatives:

3

Important information and disclaimer (cont.)

- exclude and disclaim all duty and liability (including, without limitation, for negligence) for any direct or indirect expenses, losses, damages or costs incurred as a result of participation in the Offer or the information in this Presentation being inaccurate or incomplete in any way for any reason; and
- expressly disclaim any obligations or undertaking to release any updates or revisions to the information in this Presentation to reflect any change in expectations or assumptions; and
- make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation or that this Presentation contains all material information about the Issuer or which a prospective investor or purchaser may require in evaluating a possible investment in the Issuer or acquisition of securities in the Issuer, or likelihood of fulfillment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement.

The Underwriter takes no responsibility for the Offer and makes no recommendations as to whether any person should participate in the Offer nor does it make any representations or warranties concerning the Offer, and it disclaims (and by accepting this Presentation you disclaim) any fiduciary relationship between them and the recipients of this Presentation, or any duty to the recipients of this Presentation or participants in the Offer. Determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including at the discretion of Namoi or the Underwriter. Namoi and the Representatives disclaim any liability in respect of the exercise of that discretion, to the maximum extent permitted by law. You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the capital raising is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Issuer and the Underwriter. You further acknowledge and agree that each of the Issuer and the Underwriter and their respective Representatives exclude and expressly disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- your existing holding will be estimated by reference to the Issuer's beneficial register at 7pm on 27 September 2022 which shows historical holdings as at that date and is not up to date. There will be no verification or reconciliation of the holdings as shown in the historical beneficial register and accordingly this may not truly reflect your actual holding. The Issuer and the Underwriter do not have any obligation to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining allocations nor do they have any obligation to allocate pro rata on the basis of existing security holdings. If you do not reside in a permitted offer jurisdiction you will not be able to participate in the Offer. The Issuer and the Underwriter and their respective Representatives disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of the determination of your allocation using your assumed holdings; and
- the Underwriter and the Issuer reserve the right to change the timetable in their absolute discretion, including by extending the Offer closing time in their absolute discretion (but have no obligation to do so), without recourse to them or notice to you. Furthermore, communications that a transaction is "covered" (i.e. aggregate demand indications exceed the amount of the New Shares offered) are not an assurance that the transaction will be fully distributed.

FINANCIAL INFORMATION

In this Presentation, all dollar amounts are in Australian dollars unless otherwise indicated. A number of figures, amounts, percentages, estimates, calculations of value and other fractions used in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figure set out in this Presentation. Statutory net profit has been prepared in accordance with Namoi's accounting policies, these are available in the 2022 Full Year Financial Results available at <https://www.namoi cotton.com.au/investors/annual-reports/>. All comparisons are with Full Year 2022 Results unless otherwise stated.

Investors should note that certain financial measures included in this Presentation are "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" published by ASIC. These measures may include "cash earnings", "cash EPS", "cash return on equity" and "notable items". Non-IFRS financial measures do not have a standardised meaning prescribed by Australian Accounting Standards or International Financial Reporting Standards ("IFRS") and therefore may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative to other financial measures determined in accordance with IFRS. Although Namoi believes that non-IFRS financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-IFRS/non-GAAP financial measures included in the Presentation. Financial information of Namoi used in this Presentation is either:

- Audited Financial Year accounts, for the year ending on 28 February 2022 for FY2022; or
- Management accounts, as at and for the period ending on 31 July 2022 for FY2023, that is unaudited and derived from management financial statements of Namoi and other financial information

This Presentation includes certain pro forma financial and other information. The pro forma financial information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of Namoi's views on, its, nor anyone else's, future financial position and/or performance, including KCC's. The pro forma financial information has been prepared by Namoi in accordance with the measurement and recognition principles, but not the disclosure requirements prescribed by the Australian Accounting Standards.

Financial information for KCC contained in this Presentation is from financial information made available by KCC. While Namoi has undertaken financial, legal, commercial and technical review of KCC, investors should note that neither Namoi nor any other person makes any representation or warranty with respect to the accuracy, completeness or adequacy of such information. Accordingly, investors should not place undue reliance on any such information.

GENERAL

Statements made in this Presentation are made only as at the date of this Presentation. The information in this Presentation remains subject to change without notice. The Issuer may in its absolute discretion, but without being under any obligation to do so, update or supplement this Presentation. Any further information will be provided subject to the terms and conditions contained in this Important Information and Disclaimer.

The Issuer reserves the right to withdraw the capital raising or vary the timetable for the capital raising without notice.

In consideration for being given access to this Presentation, you confirm, acknowledge and agree to the matters set out in this Important Information and Disclaimer and any modifications notified to you and/or otherwise released on ASX.

4

Capital raising rationale

This Capital Raising⁽¹⁾ will fund investments in and with Kimberley Cotton Company Limited (**KCC**) to expand our footprint and reduce debt to strengthen our balance sheet.

This is aligned with our 4PP Strategy, outlined in May 2021, to strengthen and grow our core business by:

- Defending and growing ginning volume and margin, by updating our ginning capability and services.
- Broadening revenue and managing variability, by expanding geographically and strengthening our balance sheet.

| | |
|---------------------------------------|--|
| Rationale | <ul style="list-style-type: none"> • Fund investments in KCC and Kununurra gin⁽²⁾, broadening our business and ginning footprint⁽³⁾ • Reduce debt, to strengthen balance sheet to manage variable seasonal conditions |
| Northern Australia | <ul style="list-style-type: none"> • Cotton production in northern Australia is expanding on the back of available water and new varieties⁽⁴⁾ • Namoi Cotton, with its network and capability, is well positioned to service this growing market |
| Kimberley Cotton Company (KCC) | <ul style="list-style-type: none"> • Namoi Cotton entered agreements with KCC on 12 September 2022⁽⁵⁾ to build⁽⁶⁾ and operate⁽⁷⁾ their new cotton gin at Kununurra, serving the Ord River Irrigation Area, that is expected to be operational in 2025 • Up to ~\$7 million investment (KCC Investment) comprising \$2.8 million for a ~20% interest in KCC⁽⁸⁾ and up to ~\$4.2 million to support the provision of operating services⁽⁶⁾ and value-add services⁽⁹⁾ at the gin • \$34 million non-recourse debt from NAIF⁽¹⁻⁹⁾ and cotton supply agreements entered with growers |

- (1) Comprising a 'fully' underwritten renounceable pro-rata entitlement offer to all existing eligible shareholders. See summary on Slide 36 under the heading 'Underwriting' for further information
 (2) See ASX Announcement issued on 13 September 2022 - 'Namoi Cotton enters agreements with Kimberley Cotton Company'
 (3) Board's intention is to use sources of capital other than operating cash flow (including capital raising) to fund growth projects such as new gins in northern Australia with operating cash flow used to fund 4PP projects for the existing ginning network
 (4) Northern Australian broadacre cropping situation analysis - CRC WA, 2020. See <https://www.crcwa.com.au/resources/publications/northern-australian-broadacre-cropping-situation-analysis/>
 (5) Execution of these agreement fulfills the material conditions precedent in the Convertible Note Agreement between Namoi Cotton and KCC for Namoi Cotton's ~20% interest in KCC
 (6) Agreement with KCC for project management of gin construction, installation of gin equipment and supply of ancillary gin equipment
 (7) Agreement with KCC to operate the gin and to provide mobile equipment and working capital
 (8) By way of being issued 28,000 shares for \$28,000 and 28,000 convertible notes for \$28 million - calculated on a fully diluted basis and assuming no other changes to KCC's capital structure
 (9) Cottonseed and classing services subject to the finalisation of agreements to be entered with growers
 (10) NAIF - Northern Australia Infrastructure Facility. See <https://naif.gov.au/what-we-do/case-studies/kimberley-cotton-company/>

5

Capital raising rationale (cont.)

| | |
|---------------------------|---|
| Business update | <ul style="list-style-type: none"> • Good water availability and forecast La Niña conditions⁽¹⁾ expected to support above average cotton production in 2023 (FY2024) and potentially to 2024 (FY2025) and 2025 seasons (FY2026)⁽²⁾ • FY2023: Forecast 1.2m ginned bales (2022 season) expected to generate an EBITDA⁽³⁾ of \$19-21 million⁽⁴⁾ • FY2024: Expect 1.1-1.3m ginned bales (2023 season) from a forecast 5.0-6.0 million bale crop⁽⁵⁾ |
| Financial impact | <ul style="list-style-type: none"> • KCC investment: Potential ~\$1 million EBITDA contribution from FY2026⁽⁶⁾ with expected IRR⁽⁷⁾ of ~10% • Capital Raising: Proforma Balance Sheet⁽⁸⁾: <ul style="list-style-type: none"> - NAV⁽⁹⁾ of \$0.63 per share - Net Debt⁽¹⁰⁾ reduces from \$48.6 million to \$41.9 million and gearing⁽¹¹⁾ reduces from 30% to 25% |
| Capital management | <ul style="list-style-type: none"> • Fund 4PP Strategy projects (excluding north Australia projects) from operating cashflow • Reduce Term Debt⁽¹²⁾ from \$42 million to a target of \$25 million by FY2025 • Aim to pay dividends in average and above average seasons by FY2024⁽¹³⁾ |

- (1) Climate Update Driver - BOM 13 September 2022: 'La Niña underway in the tropic Pacific'
 (2) Cotton Compass Report - August 2022
 (3) EBITDA is a non-FRS and unaudited measure defined as earnings before interest, tax, depreciation, and amortisation including share of profit from associates and joint ventures and excluding impairment charges
 (4) Forecast volume: Based on YTD 2022 season ginning volume and outstanding contracts with growers
 (5) Forecast EBITDA: Based on FY2023 earnings to 31 August 2022 from management accounts and forecast financials for the remainder of FY2023 and estimated unrealised earnings for cottonseed marketing
 (6) ABARES 2023 season forecast is 5.0 million bales (September 2022) and Cotton Compass 2023 season forecast is 6.0 million bales (August 2022)
 (7) Based on expected contribution from fees from executed and expected agreements between Namoi Cotton with KCC and growers, interest from convertible notes and share of NPAT from KCC (as presented by KCC to shareholders on 15 July 2022)
 (8) IRR - Internal Rate of Return (after tax) over life of investment
 (9) Proforma have been calculated as at 28 February 2022 (FY2022 year end), after target net proceeds from the Entitlement Offer are applied to net assets and net debt. Assuming proceeds of approximately \$13.3 million (net after expenses) from the Entitlement Offer assuming issue of 32.8m shares at an issue price of \$0.43 per share
 (10) NAV - Net Asset Value per share. Proforma at 28 February 2022 net assets divided by proforma 204.9 million shares assuming issue of 32.8 million shares from the Capital Raising (excluding residual capital stock - refer to Namoi Cotton Annual Reports for more information and explanatory notes)
 (11) Net Debt - drawn bank facilities plus equipment leases and interest-bearing liabilities less cash. (Please refer to Slide 12 for further information on Namoi Cotton's capital management strategy)
 (12) Gearing - net debt divided by net debt plus total equity. (Please refer to Slide 13 for further information on Namoi Cotton's capital management strategy)
 (13) Term Debt - Term debt facilities are committed, non-amortising lines utilised to fund capital projects relating to the plant, property and equipment. (Please refer to Slide 13 for further information on Namoi Cotton's capital management strategy)
 (14) In assessing the dividend payment in future periods, the Directors may consider a number of factors, including the general business environment, the operating results and financial condition of Namoi, future funding requirements, capital management initiatives, tax considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by Namoi, and any other factors the Directors may consider relevant

6

Capital raising overview

Underwritten renounceable pro-rata Entitlement Offer with a closing date of 28 October 2022

| | |
|--------------------------------------|---|
| Offer | <ul style="list-style-type: none"> • 1 for 5.25 pro-rata entitlement offer to all eligible shareholders (Entitlement) • Eligible shareholders (who take up their full entitlement) can apply for additional shares over and above their Entitlement up to a maximum of \$30,000 (Oversubscription Facility)⁽¹⁾ • Entitlements are renounceable (transferable) and rights can be sold (and bought) on the ASX |
| Capital Raise and Issue Price | <ul style="list-style-type: none"> • \$14.1 million⁽²⁾ from the issue of 32.8 million shares representing 19% of pre-Entitlement shares • Issue Price of \$0.43 per share (Issue Price) represents: <ul style="list-style-type: none"> - 12.2% discount to last close on 20 September 2022 and 10.5% discount to TERP⁽³⁾ - 14.4% discount to 10-day VWAP⁽⁴⁾ to 20 September 2022 |
| Timing⁽⁵⁾ | <ul style="list-style-type: none"> • Record date for Entitlement Offer is 7pm 27 September 2022 • Rights trading from 3 October 2022 to 21 October 2022⁽⁶⁾ • Closing date for Entitlement Offer is 5pm 28 October 2022 |

(1) If Oversubscription Facility is over subscribed, Namoi Cotton will scale back applications for additional New Shares in its absolute discretion, having regard to the pro-rata Entitlement of eligible shareholders who apply for additional New Shares
(2) Gross proceeds before offer costs
(3) TERP – Theoretical Ex-Rights Price. A theoretical price at which Namoi Cotton shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing price of Namoi Cotton shares as traded on the ASX on 20 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade on the ASX immediately after the ex-date for the Entitlement Offer depends on many factors and may not be equal to TERP
(4) VWAP – Volume Weighted Average Price
(5) All dates and times are indicative and subject to change without notice. All times are Sydney time unless otherwise specified
(6) Rights trading commences on a deferred settlement basis from 26 September 2022

Capital raising overview (cont.)

Entitlement Offer is supported by Namoi Cotton's two largest shareholders

| Underwriting | <ul style="list-style-type: none"> • Offer fully underwritten⁽¹⁾ by Morgans Corporate Limited (Morgans) | | | | | | | | | | | | | | | | |
|--|---|--|------------------------------------|--|------------------------------------|-------------------------------|-------|-------|-------|-------------------------------|-------|-------|-------|--------------------------------|-----|-------|-------|
| Sub-underwriting | <ul style="list-style-type: none"> • Offer sub-underwritten⁽²⁾ equally by Namoi Cotton's two largest shareholders STAM⁽³⁾ and LDC⁽⁴⁾ <ul style="list-style-type: none"> - STAM and LDC to take up their Entitlement rights with a combined value of ~\$4.5 million - STAM and LDC to equally underwrite any potential maximum Shortfall⁽⁵⁾ up to ~\$9.6 million • STAM holds 20.5% and LDC holds 11.4% of issued shares in Namoi Cotton (as at 20 September 2022) <ul style="list-style-type: none"> - If STAM and LDC took up the potential maximum Shortfall shares, in the unlikely event other shareholders did not take up any Entitlements, their respective holding would be 26% and 16.8% - See the below scenario outcomes for the take up of Entitlements by other shareholders <table border="1"> <thead> <tr> <th>Take up by other shareholders - scenarios outcomes</th> <th>Shortfall shares</th> <th>STAM holding post-Entitlement offer⁽⁶⁾</th> <th>LDC holding Post-Entitlement Offer</th> </tr> </thead> <tbody> <tr> <td>Nil Entitlement Offer take up</td> <td>22.3m</td> <td>26.0%</td> <td>16.8%</td> </tr> <tr> <td>50% Entitlement Offer take up</td> <td>11.2m</td> <td>23.3%</td> <td>14.1%</td> </tr> <tr> <td>100% Entitlement Offer take up</td> <td>Nil</td> <td>20.5%</td> <td>11.4%</td> </tr> </tbody> </table> | Take up by other shareholders - scenarios outcomes | Shortfall shares | STAM holding post-Entitlement offer ⁽⁶⁾ | LDC holding Post-Entitlement Offer | Nil Entitlement Offer take up | 22.3m | 26.0% | 16.8% | 50% Entitlement Offer take up | 11.2m | 23.3% | 14.1% | 100% Entitlement Offer take up | Nil | 20.5% | 11.4% |
| Take up by other shareholders - scenarios outcomes | Shortfall shares | STAM holding post-Entitlement offer ⁽⁶⁾ | LDC holding Post-Entitlement Offer | | | | | | | | | | | | | | |
| Nil Entitlement Offer take up | 22.3m | 26.0% | 16.8% | | | | | | | | | | | | | | |
| 50% Entitlement Offer take up | 11.2m | 23.3% | 14.1% | | | | | | | | | | | | | | |
| 100% Entitlement Offer take up | Nil | 20.5% | 11.4% | | | | | | | | | | | | | | |
| Directorship | <ul style="list-style-type: none"> • Namoi Cotton to appoint Mr James Davies to the Board following completion of Entitlement Offer⁽⁷⁾ | | | | | | | | | | | | | | | | |

(1) See summary on Slide 36 under the heading "Underwriting" for further information
(2) Any remaining shares not taken up as part of the Entitlement Offer and Oversubscription Facility may be allocated to STAM and LDC in accordance with the terms of relevant sub-underwriting agreements
(3) STAM - Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting
(4) LDC - Louis Dreyfus Company Asia Pte. Ltd. (LDC has joint ventures with Namoi Cotton in cotton logistics and marketing)
(5) Shortfall - those New Shares not taken up under the Entitlement Offer or the equivalent value of those New Shares based on the Issue Price. This Shortfall is underwritten by Morgans and sub-underwritten by STAM and LDC
(6) STAM may increase its interest in Namoi Cotton to above 20% by relying on the exception in item 10 of section 611 and section 615 of the Corporations Act. Berne No. 132 Nominees Pty Ltd (ACN 010 413 591) has been appointed as a nominee under section 615 of the Corporations Act (**Sale Nominee**)
(7) Mr James Davies is a nominee of STAM. See ASX Announcement issued on 21 September 2022 titled "Notice of cancellation extraordinary general meeting"

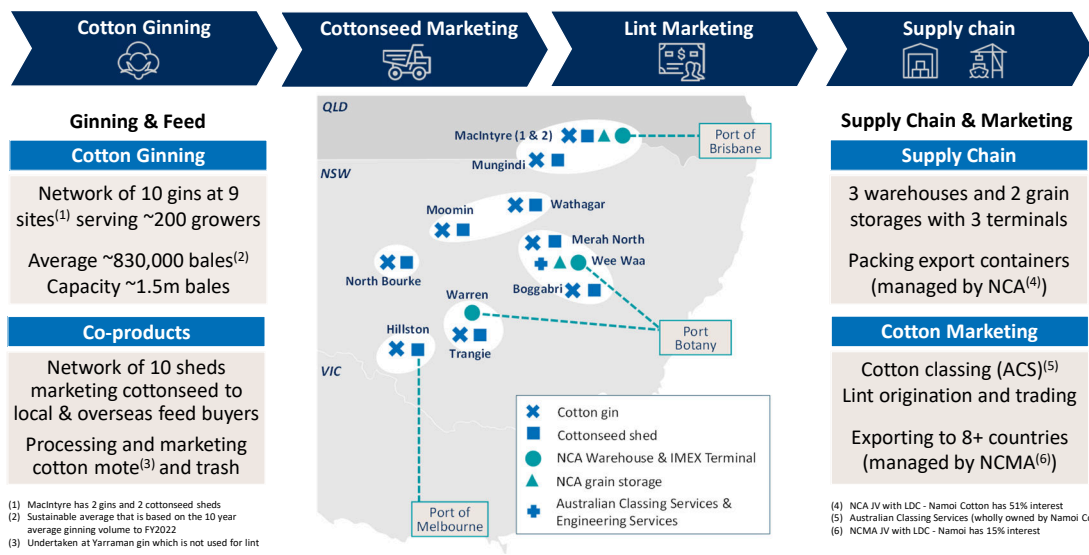


Our business and strategy



Namoi Cotton is more than a ginner

Namoi Cotton's business spans fibre, feed, supply chain and marketing with ginning being at its core



4PP Strategy

The 4PP Strategy to improve service to growers, strengthen and grow our core business by defending and growing ginning volume and margin, building network scale and managing variability

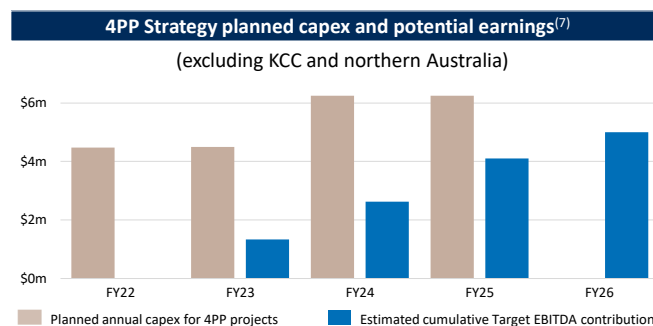
| | 4-Point Plan | Value creation | Initiatives |
|---|---|-------------------------------------|--|
| 1 | Leading service & cost position Partner growers with a superior network and service | Maintain and grow margin | <ul style="list-style-type: none"> Update equipment to reduce cost by reducing ginning period and optimising cotton quality Variable cost structure and automation |
| 2 | Innovative & sustainable solutions Empower growers with differentiated products | Unlock additional value from cotton | <ul style="list-style-type: none"> Re-shape and optimise supply chain New grower products Digital platform and marketing tools |
| 3 | Broaden revenue base Geographically diversify network and grow the core | Scale and manage volume variability | <ul style="list-style-type: none"> Grow value from co-products Diversify into new cotton production valleys Pursue value-add feed solutions |
| 4 | Great place to work Attract and retain talented staff | Safe and engaging environment | <ul style="list-style-type: none"> Safe and engaged workforce Ginning talent pipeline Transformation readiness |

4PP Target

Target to increase through the cycle EBITDA by \$5 million⁽¹⁾ from our existing ginning network

| 4PP Targets ⁽¹⁾ |
|--|
| Grow earnings Target to increase EBITDA by \$5m ⁽¹⁾⁽⁶⁾ in an average season |
| Premium service Improve turnout quality and reduce ginning time by 10-15% ⁽²⁾ |
| Competitive cost Reduce variable gin operating cost by ~10% ⁽²⁾ |
| Leading team LTIFR ⁽³⁾ <12 Staff engagement >65% NPS ⁽⁴⁾ >70 |

| 4PP Projects planned capex and target returns ⁽¹⁾ | |
|--|--|
| Planned capital expenditure \$21m capex ⁽¹⁾⁽⁵⁾ to update existing assets and capability | Target return on capital ~20% EBITDA ROA or ~10% IRR ⁽⁶⁾ target return from investments |



(1) Excluding KCC and other growth opportunities in northern Australia
 (2) On a like-for-like comparison without the 4PP capex investment
 (3) LTIFR – Loss Time Injury Frequency Rate
 (4) NPS – Net Promoter Score

(5) 4PP Strategy capex is in addition to stay in business capex
 (6) EBITDA ROA: EBITDA Return on assets based on the through the cycle Target EBITDA / Total estimated capex
 IRR: Internal Rate of Return (after tax) over life of investment

(7) From Namoi Cotton's 2022 Full Year Results Presentation (26 April 2022). Target EBITDA contribution is based on expected cost savings and incremental revenue from the planned identified 4PP projects over a 4-5 year period

Capital management strategy

Disciplined and targeted cash and capital allocation to strengthen our competitive and balance sheet position

| Allocation | Approach | Past operating cashflow ⁽¹⁾ vs volume | | | | | | | | | | | | | | | | | | | | | | | | |
|----------------------------|--|---|--------------------------|-------------------------|--------------------------|------|-------|-------|------|-------|-------|------|-------|------|------|-------|------|------|-------|------|------|-------|-------|------|-------|-------|
| Cashflow | Expect above average seasons with potential to generate above average operating cashflow ⁽¹⁾ | <table border="1"> <caption>Past operating cashflow⁽¹⁾ vs volume</caption> <thead> <tr> <th>Fiscal Year</th> <th>Ginned Bales (millions)</th> <th>Operating Cashflow (\$m)</th> </tr> </thead> <tbody> <tr> <td>FY19</td> <td>~1.25</td> <td>~\$20</td> </tr> <tr> <td>FY18</td> <td>~1.05</td> <td>~\$15</td> </tr> <tr> <td>FY17</td> <td>~0.75</td> <td>~\$5</td> </tr> <tr> <td>FY16</td> <td>~0.55</td> <td>~\$2</td> </tr> <tr> <td>FY20</td> <td>~0.45</td> <td>~\$1</td> </tr> <tr> <td>FY21</td> <td>~0.15</td> <td>~-\$5</td> </tr> <tr> <td>FY22</td> <td>~0.50</td> <td>~-\$2</td> </tr> </tbody> </table> | Fiscal Year | Ginned Bales (millions) | Operating Cashflow (\$m) | FY19 | ~1.25 | ~\$20 | FY18 | ~1.05 | ~\$15 | FY17 | ~0.75 | ~\$5 | FY16 | ~0.55 | ~\$2 | FY20 | ~0.45 | ~\$1 | FY21 | ~0.15 | ~-\$5 | FY22 | ~0.50 | ~-\$2 |
| Fiscal Year | Ginned Bales (millions) | | Operating Cashflow (\$m) | | | | | | | | | | | | | | | | | | | | | | | |
| FY19 | ~1.25 | | ~\$20 | | | | | | | | | | | | | | | | | | | | | | | |
| FY18 | ~1.05 | | ~\$15 | | | | | | | | | | | | | | | | | | | | | | | |
| FY17 | ~0.75 | | ~\$5 | | | | | | | | | | | | | | | | | | | | | | | |
| FY16 | ~0.55 | ~\$2 | | | | | | | | | | | | | | | | | | | | | | | | |
| FY20 | ~0.45 | ~\$1 | | | | | | | | | | | | | | | | | | | | | | | | |
| FY21 | ~0.15 | ~-\$5 | | | | | | | | | | | | | | | | | | | | | | | | |
| FY22 | ~0.50 | ~-\$2 | | | | | | | | | | | | | | | | | | | | | | | | |
| Capital expenditure | Aim to fund capex in existing network ⁽²⁾ from operating cashflow <ul style="list-style-type: none"> ~\$21 million for 4PP projects⁽³⁾ to strengthen business ~\$2-4 million per annum in stay-in-business capex | | | | | | | | | | | | | | | | | | | | | | | | | |
| Balance sheet | Reduce Term Debt ⁽⁴⁾ with headroom to manage below average seasons and reduce borrowing cost <ul style="list-style-type: none"> Banking obligation: Reduce Term Debt from \$42.0 to \$32.5 million in FY2024⁽⁵⁾ Company target: Reduce Term Debt to \$25 million in FY2025 | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dividend policy | Aim to pay dividends in average and above average seasons by FY2024 ⁽⁶⁾ | | | | | | | | | | | | | | | | | | | | | | | | | |

(1) Operating cashflow - Net cash (outflow)/inflow from operating activities. (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)
 (2) Exclude investment and capex in growth opportunities such as new gins in northern Australian gins that include KCC
 (3) \$9 million planned for FY2022 and FY2023 with remaining planned capital expenditure of \$12 million from FY2024 (refer to Slide 12)
 (4) Term Debt - Term debt facilities are committed, non-amortising lines utilised to fund capital projects relating to the plant, property and equipment of the business. (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)
 (5) Obligation under banking facilities with Commonwealth Bank of Australia (CBA) to amortise \$42 million Term Debt facilities by \$9.5 million by February 2024
 (6) In assessing the dividend payment in future periods, the Directors may consider a number of factors, including the general business environment, the operating results and financial condition of Namoi, future funding requirements, capital management initiatives, tax considerations (including the level of franking credits available), any contractual, legal or regulatory restrictions on the payment of dividends by Namoi, and any other factors the Directors may consider relevant



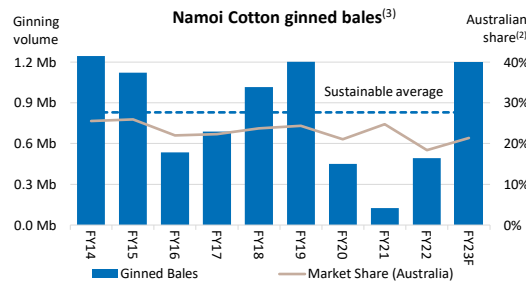
FY2023 Business update



2022 season (FY2023) outlook

Forecast 1.2 million bales ginned in 2022 season generating estimated forecast EBITDA of \$19-21m in FY2023⁽⁷⁾

- 2022 ginning season (FY2023)**
- 0.95 million bales ginned as at 31 August 2022
 - Ginning delayed ~6 weeks due to rain⁽¹⁾
 - On track to gin ~1.2 million bales
 - ~21% share of Australian cotton production⁽²⁾



(1) Compared to previous comparable volume seasons (FY2018 and FY2019)
 (2) Australian cotton production: ABARES – September 2022
 (3) Namoï Cotton ginned bale volume excluding Ashley gin (closed in 2019)
 (4) Namoï Cotton catchment valleys: Cotton Compass - Macintyre, Mungindi, Gwydir, Walgett, Bourke, Lower Namoï, Upper Namoï, Macquarie and Lachlan production valleys
 (5) Include 100% of bales at joint venture gins

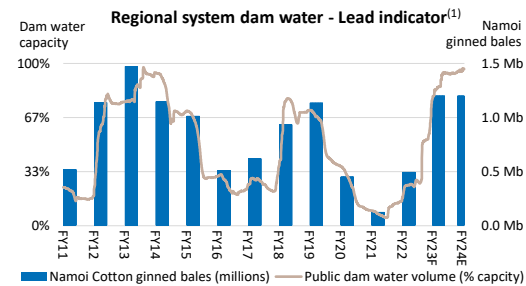
| | FY2023F | FY2022 | |
|----------------------------------|---------------------------------|--------------------|------|
| Cotton production | 2022 season | 2021 season | |
| Australia ⁽²⁾ | 5.6m bales | 2.7m bales | 2.1x |
| Catchment valleys ⁽⁴⁾ | 3.6m bales | 1.3m bales | 2.7x |
| Volume | | | |
| Cotton ginned ⁽⁵⁾ | ~1,200,000 bales ⁽⁷⁾ | 493,000 bales | 2.4x |
| Cottonseed sold | ~340,000 tonnes ⁽⁷⁾ | 130,000 tonnes | 2.6x |
| Earnings | | | |
| EBITDA ⁽⁶⁾ | \$19-21m ⁽⁷⁾ | \$1.6m | |

(6) EBITDA is a non-IFRS and unaudited measure defined as earnings before interest, tax, depreciation, and amortisation including share of profit from associates and joint ventures and excluding impairment charges
 (7) Forecast volume: Based on YTD 2022 season ginning volume and outstanding contracts with growers.
 Forecast EBITDA: Based on FY2023 earnings to 31 August 2022 from management accounts, forecast financials for the remainder of FY2023 and estimated unrealised earnings for cottonseed marketing

2023 season (FY2024) outlook

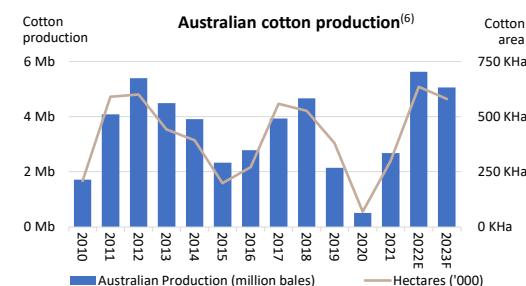
Good water availability expected to support above average ginning volume of 1.1-1.3 million bales

- Water availability**
- 10-year high in public dam water at 96% capacity⁽¹⁾
 - Good water availability and forecast La Niña conditions⁽²⁾ expected to support above average cotton production in 2023 season (FY2024) and potentially out to 2024 (FY2025) and 2025 seasons (FY2026)⁽³⁾



(1) Bureau of Meteorology (BOM) – weighted average water capacity in rural system public dams in Namoï catchment valleys (BOM rural systems of Border Rivers, Macintyre, Gwydir, Namoï, Macquarie, Lachlan) as at 31 August 2022
 (2) Climate Update Driver - BOM 13 September 2022: 'La Niña underway in the tropic Pacific'
 (3) Cotton Compass – August 2022

- Cotton production**
- Forecast above average Australian cotton production of 5.0 - 6.0 million bales for 2023 season⁽⁴⁾
 - Expect 1.1 - 1.3 million ginned bales for 2023 season
 - Based on ~22% share⁽⁵⁾ of forecast Australian cotton production for 2023 season



(4) ABARES 2023 season forecast is 5.0 million bales (September 2022) and Cotton Compass 2023 season forecast is 6.0 million bales (August 2022)
 (5) Namoï Cotton's past 5-year average share of Australian cotton production
 (6) ABARES – September 2022. Mb: millions of bales picked. Kha: thousands of planted hectares



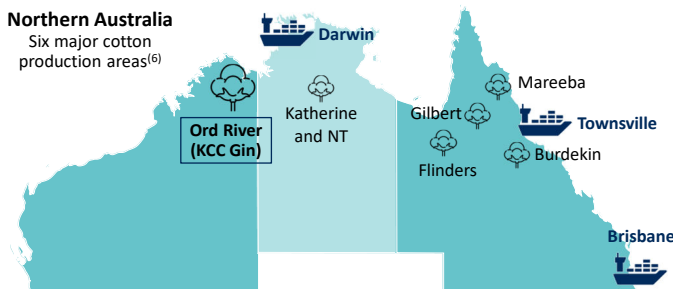
KCC Project



Northern Australia

Cotton industry is developing in the north on the back of available water for irrigation and new cotton varieties. Namoi Cotton is well positioned to service this growing market by leveraging our existing network and capability.

| Water for irrigation | New cotton varieties |
|---|--|
| <ul style="list-style-type: none"> Wet season rainfall Access to water from public dams and rivers for irrigation⁽¹⁾ Investment by growers in farm infrastructure to support the production of cotton⁽²⁾ | <ul style="list-style-type: none"> Bollgard 3 technology, introduced in 2016, overcoming past issues in 1970s with⁽³⁾ <ul style="list-style-type: none"> Broader pest resistance⁽⁴⁾ Optimal production and picking windows⁽⁴⁾ Bollgard 4 in pipeline, additional pest resistance⁽³⁾ |



6-fold growth in cotton production expected

- 2022 season: ~100,000 bales⁽⁵⁾
- 5 years out: >300,000 bales⁽⁶⁾
- 10 years out: >650,000 bales⁽⁶⁾

(1) Irrigated agricultural development in northern Australia: Value-chain – CSIRO 2017
 Northern Australian broadcast cropping situation analysis – CRC NA July 2020
 (2) Various recent news articles – for example:
 • ‘4 major northern ag developments gain momentum’ (Grain Central -24 Sept 2021)
 • ‘Investors go for untapped value in the Top End’ (The Australian - 15 Feb 2022)
 • ‘Growers cotton on to northern potential’ (The Australian – 23 Aug 2022)
 (3) Northern Australian broadcast cropping situation analysis – CRC NA July 2020
 (Bollgard technology is owned by Bayer and used in Australian cotton varieties)
 (4) Growing cotton in Northern Australia – Bayer (2021/22 Grower Guide)
 (5) Cotton Compass forecast for 2022 season (August 2022)
 (6) Production areas and forecasts from: North QLD Cotton Gin Assessment and Feasibility Study (MITTEZ 2021), Business Case for the Construction of a Cotton Gin in the NT (NT Farmers 2019) and KCC cotton supply information for Ord River

Kimberley Cotton Company Limited (KCC)

KCC is a ginning company serving the expansion of cotton production in the Ord River Irrigation Area
 Namoi Cotton's partnership with KCC provides the opportunity to expand our footprint into northern Australia

| Overview of KCC business | |
|---|---|
| Business | <ul style="list-style-type: none"> Construct and own the Kununurra cotton gin, expected to operate from 2025 (FY2026) |
| Noteholders & Shareholders⁽⁴⁾ | <ul style="list-style-type: none"> Majority grower and local industry owned including KAI⁽¹⁾, MG Corp⁽²⁾ and Ordco⁽³⁾ ~20% interest to be held by Namoi Cotton⁽⁵⁾ |
| Board | <ul style="list-style-type: none"> Chairperson: Dr Gabriele Bloecker Directors: Up to 7 directors from shareholders |
| Funding | <ul style="list-style-type: none"> \$14 million in convertible notes⁽⁶⁾ and shares (Namoi Cotton's share is \$2.8m) \$34 million in non-recourse debt on competitive terms from NAI⁽⁷⁾ |
| WA Government support | <ul style="list-style-type: none"> Long term lease of 79 hectares land for the cotton gin on favourable terms \$4 million to upgrade electricity and supply infrastructure |
| Cotton supply agreements | <ul style="list-style-type: none"> Long term cotton supply agreement at commercial ginning fees 11 growers have committed a minimum 75,000 bales from 2025 season |

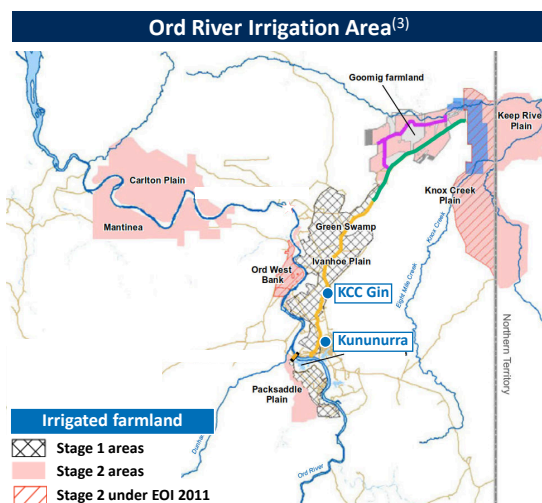
(1) KAI - Kimberley Agricultural Investment Pty Limited (wholly-owned subsidiary of Shanghai Zhongfu Group Co. Ltd)
 (2) MG Corp - Yawoorroong Miriurung Gajerrong Yirregeb Noong Dawang Aboriginal Corporation
 (3) Ordco - Ord River District Co-operative Limited
 (4) By way of convertible notes and shares, on a fully diluted basis and assuming no changes to KCC's capital structure
 (5) By way of being issued 28,000 shares for \$28,000 and 28,000 convertible notes for \$2.8 million - calculated on a fully diluted basis and assuming no other changes to KCC's capital structure
 (6) Repayment on Dec 2032 or conversion to equity from Jan 2026. KCC is targeting to pay coupon interest of 3.75% p.a.
 (7) NAI - Northern Australia Infrastructure Facility. Subject to KCC meeting certain conditions that include raising \$14m in equity

Strong fundamentals

Kununurra cotton gin volume underpinned by supply chain savings, supporting expansion of cotton production

| |
|---|
| Increased grower returns |
| Significant freight savings⁽¹⁾ <ul style="list-style-type: none"> Modules currently consigned to southern QLD |
| Premium price for cottonseed co-product <ul style="list-style-type: none"> Strong demand from local cattle market⁽²⁾ |
| Expanding cotton production |
| Access to reliable irrigation water⁽³⁾ <ul style="list-style-type: none"> ~900 giga litres /year water entitlements 95% reliability |
| Access to cropping farmland <ul style="list-style-type: none"> Stage 1: 14,000 hectares⁽⁴⁾ Stage 2: ~14,000 hectares⁽⁵⁾ |

(1) Compared to one way road rates for the 3,400km haul from Kununurra to Dalby gins in QLD
 (2) For example - 'Cottonseed fuels case for feed yards at Kununurra' (Grain Central 27 July 2022)
 (3) Managing water from the Ord River - Government of WA, Water Resources (2014)
 (4) Department of Primary Industries and Regional Development - <https://www.agric.wa.gov.au/assessment-agricultural-expansion/ord-river-development-and-irrigated-agriculture-western-australia>
 (5) Goomig and Knox Creek Plains farmland areas. See Department of Primary Industries and Regional Development - <https://www.agric.wa.gov.au/resource-assessment/ord-river-irrigation-expansion-goomig-farmlands-western-australia>



Namoi Cotton and KCC

Namoi Cotton to invest up to ~\$7 million in KCC and Kununurra gin as a shareholder and gin operator

| Namoi's role | Agreements between Namoi Cotton and KCC or growers | Investment |
|------------------|--|--|
| Investor | Shareholder⁽¹⁾ <ul style="list-style-type: none"> ~20% interest⁽²⁾ in KCC with one Board position⁽³⁾ | \$2.8m |
| Build | Design and build <ul style="list-style-type: none"> Gin scope designs and procurement Project management | Leverage Namoi Cotton staff and capability |
| | Gin equipment <ul style="list-style-type: none"> Fabrication and supply of ancillary gin equipment <ul style="list-style-type: none"> Module feeder and bale press | |
| | Gin installation <ul style="list-style-type: none"> Installation of gin equipment Commission gin | |
| Operation | Gin operation <ul style="list-style-type: none"> Operating the gin under an evergreen contract Provide maintained mobile equipment Fund operating working capital | ~\$2.0m |
| | Value-add services⁽⁴⁾ <ul style="list-style-type: none"> Cotton classing services (provided by ACS⁽⁵⁾) Joint venture cottonseed shed to service gin | ~\$2.2m |

(1) Shareholder and noteholder

(2) By way of convertible notes and shares, on a fully diluted basis and assuming no other changes to KCC's capital structure

(3) Namoi Cotton has this right following subscription of monies under the Convertible Note Agreement with KCC

(4) Agreements to be finalised and executed between Namoi Cotton and local growers

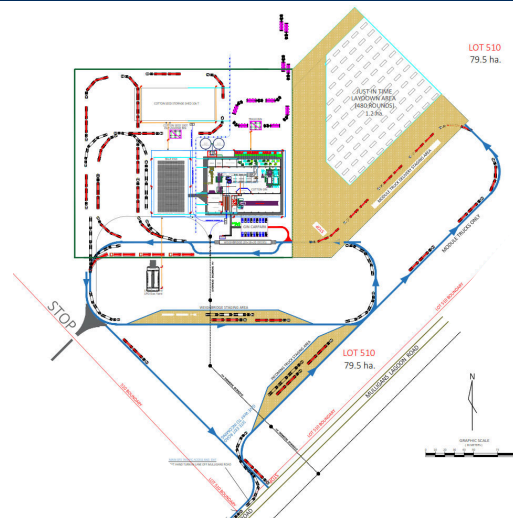
(5) ACS - Australian Classing Services (100% owned by Namoi Cotton)

KCC Kununurra cotton gin

90,000 bale cotton gin, at a cost of ~\$44 million⁽¹⁾, that can be expanded to service cotton production growth

| Staged development | |
|--------------------|---|
| Stage 1 | 90,000 bales⁽²⁾ |
| | 2 gin stands 1 pre-cleaning line 2 lint cleaning lines |
| Stage 2 | 110,000 bales⁽²⁾ |
| | 3 gin stands 1 pre-cleaning line 3 lint cleaning lines |
| Stage 3 | 180,000 bales⁽²⁾ |
| | 4 gin stands 2 pre-cleaning lines 4 lint cleaning lines |

Efficient gin layout and design to accommodate growth



(1) Estimated cost (including contingency) based on firm and indicative quotes from suppliers

(2) Estimated ginning capacity per season based on 4-5 month ginning period

Rationale and benefits

Broadening our earnings base into northern Australian cotton industry and unlocking other potential benefits

| Meets our hurdle rates | Diversified source of earnings | |
|--|--|--|
| <ul style="list-style-type: none"> Potential ~10% after-tax IRR⁽¹⁾ Potential ~\$1.0m per annum EBITDA contribution ⁽²⁾⁽³⁾ (expected from FY2026) | Earnings from: <ul style="list-style-type: none"> Gin build margins Gin operation fees Value-add service fees⁽⁴⁾ | Earnings from: <ul style="list-style-type: none"> Interest from notes⁽⁵⁾ Share of KCC NPAT⁽⁶⁾ (expected from FY2029) |
| ✓ Growth | ✓ Synergies | ✓ Diversification |
| Potential growth in earnings: <ul style="list-style-type: none"> Expected expansion of cotton production in Ord River Supported by staged expansion of cotton gin | Utilising our existing capacity with a later ginning period: <ul style="list-style-type: none"> Engineering and ginning Systems and support services | Exposure to different cotton production volume drivers: <ul style="list-style-type: none"> Later planting season High water reliability |

(1) IRR – Internal Rate of Return (after tax) over life of investment
 (2) Based on expected contribution from fees from executed and expected agreements between Namoi with KCC and growers, interest from convertible notes and share of NPAT from KCC (as presented by KCC to shareholders on 15 July 2022)
 (3) EBITDA – Earnings before interest, tax, depreciation and amortisation
 (4) Value-add services are subject to finalisation of agreements with growers for cottonseed and classing services
 (5) Convertible Note Agreement - 3.75% p.a. coupon interest from \$2.8 million investment
 (6) Based on KCC forecast earnings as presented to KCC prospective shareholders on 15 July 2022



Details of the Offer



Details of the offer

| | |
|--------------------------|--|
| Entitlement Offer | <ul style="list-style-type: none"> Fully underwritten renounceable pro-rata entitlement offer to raise approximately \$14.1 million⁽¹⁾ Issue of 32.8 million New Shares equivalent to 19% of pre-entitlement shares on issue Eligible shareholders invited to subscribe for 1 new Namoi Cotton share for every 5.25 Namoi Cotton shares held at 7pm (Sydney time) 27 September 2022 Eligible existing shareholders (who take up their full entitlement) can apply for additional shares over and above their Entitlement up to a maximum of \$30,000 (Oversubscription Facility)⁽²⁾ |
| Issue Price | <ul style="list-style-type: none"> Entitlement price of \$0.43 per share (Issue Price) represents: <ul style="list-style-type: none"> 12.2% discount to last close on 20 September 2022 and 10.5% discount to TERP⁽³⁾ 14.4% discount to 10-day VWAP⁽⁴⁾ to 20 September 2022 |
| Underwriting | <ul style="list-style-type: none"> Offer fully underwritten by Morgans Corporate Limited (ACN 010 539 607) Offer sub-underwritten⁽⁵⁾ equally by two major shareholders STAM⁽⁶⁾ and LDC⁽⁷⁾ |
| Directors | <ul style="list-style-type: none"> Directors intend to take up their full entitlements under the Offer⁽⁸⁾ |
| Ranking | <ul style="list-style-type: none"> New Shares issued in the Offer will rank equally with existing fully paid ordinary shares |
| Use of Proceeds | <ul style="list-style-type: none"> Fund KCC Investment, to broaden our ginning footprint into northern Australia Reduce debt, to strengthen balance sheet to manage variable seasonal conditions |

- (1) Gross proceeds before offer costs
(2) If Oversubscription Facility is over-subscribed, Namoi Cotton will scale back applications for additional New Shares in its absolute discretion, having regard to the pro-rata Entitlement of eligible shareholders who apply for additional New Shares
(3) TERP – Theoretical Ex-Rights Price. A theoretical price at which Namoi Cotton shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to the closing price of Namoi Cotton shares as traded on the ASX on 20 September 2022, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade on the ASX immediately after the ex-date for the Entitlement Offer depends on many factors and may not be equal to TERP
(4) VWAP – Volume Weighted Average Price
(5) STAM and LDC have entered into agreements with Morgans with a commitment to fully participate in the Entitlement and to sub-underwrite the Entitlement Offer. The Sale Nominee will sell the entitlements that would have been issued to ineligible shareholders had they been eligible to participate in the Entitlement Offer
(6) STAM - Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting. STAM has 20.5% interest in Namoi Cotton
(7) LDC - Louis Dreyfus Company Asia Pte. Ltd. LDC has 11.4% interest in Namoi Cotton. (LDC has joint ventures with Namoi Cotton in cotton logistics and marketing)
(8) Directors, as a related party, cannot participate in the additional shares as part of the Oversubscription Facility

25

Use of proceeds

Proceeds from the Capital Raising will fund the KCC Investment and reduce debt

| | |
|------------------------|--|
| Use of proceeds | <ul style="list-style-type: none"> \$2.8 million for approximately 20% interest⁽¹⁾ in KCC (in FY2023) ~\$4.2 million supporting investments for Kununurra gin (from FY2024) <ul style="list-style-type: none"> Equipment and working capital for gin operation Equipment and assets for potential value add services Reduce debt to manage variable seasonal conditions |
|------------------------|--|

| Proforma net debt | 28 February 2022 (\$m) | Proceeds⁽²⁾ | Proforma⁽³⁾ |
|--------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Net debt⁽⁴⁾ | 48.6 | 6.8 | 41.9 |
| Gearing ⁽⁵⁾ | 30% | | 25% |
| Proforma net assets | 28 February 2022 (\$m) | Proceeds⁽²⁾ | Proforma⁽³⁾ |
| Non-current Assets | 155.5 | 6.5 | 162.0 |
| Net assets | 115.6 | 13.3 | 128.9 |
| NAV per share ⁽⁶⁾ | \$0.67 | | \$0.63 |
| Shares on issue ⁽⁷⁾ | 172.1m | 32.8m | 204.9m |

- (1) By way of convertible notes and shares, on a fully diluted basis and assuming no other changes to KCC's capital structure
(2) Assuming proceeds of \$13.3 million (net after offer costs) from the Capital Raising of 32.8 million shares at an Issue Price of \$0.43 per share
(3) Assuming \$6.5 million applied to Non-current assets and remainder to Net Debt
(4) Proforma have been calculated as at 28 February 2022 (FY2022 year end), after target net proceeds from the Capital Raising are applied to non-current assets, net assets and net debt. See Disclaimer section of this presentation
(5) Net Debt – drawn bank facilities plus equipment leases and interest-bearing liabilities less cash
(6) Gearing – net debt divided by net debt plus total equity
(7) NAV – Net Asset Value per share
(8) Excluding residual capital stock. (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)

26

Timetable

| Activity | Date ⁽¹⁾ |
|---|---|
| Launch date | Wednesday 21 September 2022 |
| Ex-date for Entitlement Offer | Monday 26 September 2022 |
| Rights trading commences on a deferred settlement basis | |
| Record Date for Entitlement Offer | 7pm Tuesday 27 September 2022 |
| Entitlement Offer opens | Friday 30 September 2022 |
| Entitlement booklet and entitlement and acceptance forms sent to shareholders | |
| Rights trading commences on a normal settlement basis | Monday 3 October 2022 |
| Rights trading closes | Friday 21 October 2022 |
| Last day to extend Entitlement Offer closing date | Tuesday 25 October 2022 |
| Entitlement Offer closing date | 5pm Friday 28 October 2022 |
| Entitlement Offer results date | Wednesday 2 November 2022 |
| Settlement date | Thursday 3 November 2022 ⁽²⁾ |
| Allotment date | Friday 4 November 2022 |
| Entitlement Offer trading date | Monday 7 November 2022 |
| Holding statement despatch | |

1. All dates and times are indicative and subject to change without notice. All times are Sydney time
 2. The settlement date for any Shortfall under the Entitlement Offer allocated to the sub-underwriters will be one or two business days after this date



Appendix



Board and executive

Board of Directors



Tim Watson – Chairman
GAICD

Tim was appointed in 2014 and appointed as Chair in August 2018. Until early 2022, Tim grew cotton in the Hillston region and has been involved in the cotton industry since 2000. He has extensive industry and commercial expertise in the cotton and general agricultural industry.



Robert Green – Director
B Bus (QAC), MAICD

Robert was appointed in 2013. Robert has extensive experience working as a Senior Executive and General Manager in the Australian and international agricultural industry. He is also a Director of Lindsay Australia Limited.



Juanita Hamparsum – Director
B Bus (UTS), CA, FPCT, GAICD

Juanita was appointed in 2018. Juanita grows cotton and grains in the Upper Namoi region and has been involved in the cotton industry since 1998. Juanita has extensive financial and agricultural experience. She is an accountant and a Director of Cotton Seed Distributors Ltd.



Ian Wilton – Director
MSc, FCCA, FCPA, FAICD, CA

Ian was appointed in 2020. Ian is an experienced director, having served on listed and unlisted companies. He has extensive executive experience in the agribusiness sector. He is an accountant and Chair of Elders Limited.

Executive



John Stevenson - Chief Executive Officer
FCA, GAICD, FGIA, BBus

John commenced in 2020 as CFO and was appointed as CEO in June 2021. He has over 30 years' experience across a range of sectors including agribusiness in executive roles as CEO and CFO. He is also a Director of Wellard Limited.



Sonya Ryan - Chief Financial Officer
B.Bus, GradDip Accounting, CPA, AICD

Sonya was appointed in 2022 and has a wealth of financial and risk management experience gained from working across national and international companies.



Shane McGregor - EGM Operations

MBA, MPM, USDA Accredited Cotton Classifier
Shane has extensive knowledge of Namoi Cotton and the cotton industry. He has held a range of management roles in Namoi Cotton for the past 30 years.



Milena McKenzie - EGM People, Safety & Culture

BBus, Accredited Executive Coach
Milena commenced in 2020 and has more than 25 years' experience across numerous industries in Human Resources, specialising in culture and organisational change.



Neil Johns - EGM Strategy & Business Development

BCom, MCom, MBus
Neil commenced in 2020 and has more than 30 years of agribusiness and supply chain experience in strategy, business development, M&A and operations.

29

Namoi Cotton historical results

Statement of Profit & Loss⁽¹⁾

| Consolidated \$'000 | FY22 | FY21 | FY20 | FY19 |
|---|----------------|-----------------|-----------------|---------------|
| Bales⁽²⁾ | 492,988 | 124,215 | 449,913 | 1,201,592 |
| Total Revenue and Income | 46,972 | 18,836 | 44,008 | 89,482 |
| Processing and distribution costs | (15,479) | (3,388) | (10,419) | (22,891) |
| Employee benefits expense | (19,483) | (11,027) | (19,433) | (28,046) |
| Other expenses | (10,748) | (8,420) | (9,856) | (15,500) |
| Earnings from JVs and associates ⁽³⁾ | 315 | (8,704) | (8,539) | (5,882) |
| EBITDA⁽⁴⁾ | 1,577 | (12,703) | (4,239) | 17,163 |
| Increases / (Impairments and decrements) | 181 | 1,126 | (3,740) | (5,581) |
| Depreciation ⁽⁵⁾ | (5,097) | (3,246) | (5,239) | (9,278) |
| Finance costs | (2,337) | (1,634) | (2,082) | (2,180) |
| NPBT | (5,676) | (16,458) | (15,300) | 124 |
| Income tax (expense)/benefit | 1,276 | 2,040 | 4,310 | (680) |
| NPAT | (4,400) | (14,418) | (10,990) | (555) |

Statement of Financial Position⁽¹⁾

| Consolidated \$'000 | FY22 | FY21 | FY20 | FY19 |
|---|----------------|----------------|----------------|----------------|
| Working Capital ⁽⁶⁾ | 5,666 | 1,577 | 6,037 | 3,437 |
| Property, plant and equipment | 134,019 | 129,703 | 133,939 | 138,290 |
| Investment in JVs and associates ⁽³⁾ | 21,498 | 21,300 | 28,878 | 36,851 |
| Intangibles | 0 | 0 | 0 | 961 |
| Capital Employed | 161,183 | 152,580 | 168,854 | 179,539 |
| Non-current interest bearing liabilities | (45,422) | (45,639) | (44,778) | (43,630) |
| Other Non-current liabilities | (172) | (185) | (2,638) | (6,090) |
| Net Assets | 115,589 | 106,756 | 121,438 | 129,819 |
| Contributed equity | 47,984 | 37,639 | 37,639 | 37,639 |
| Reserves | 72,991 | 70,075 | 70,330 | 67,721 |
| Retained earnings | (5,386) | (958) | 13,469 | 24,459 |
| Equity | 115,589 | 106,756 | 121,438 | 129,819 |

(1) From FY22, FY21, FY20 and FY19 Namoi Cotton Annual Reports. (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)

(2) Namoi Cotton ginned bales including 100% of JV gins

(3) NCA, NC Packing Services Pty Ltd, NCMA (from 28 February 2021) and Cargill Oilseeds Australia partnership (divested in November 2019). (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)

(4) EBITDA is a non-IFRS and unaudited measure defined as earnings before interest, tax, depreciation, and amortisation including share of profit from associates and joint ventures and excluding impairment charges

(5) Ginning infrastructure assets are depreciated on a units of production basis over their rolling estimated remaining useful lives of 20 years of sustainable bales. (Refer to Namoi Cotton Annual Reports for more information and explanatory notes)

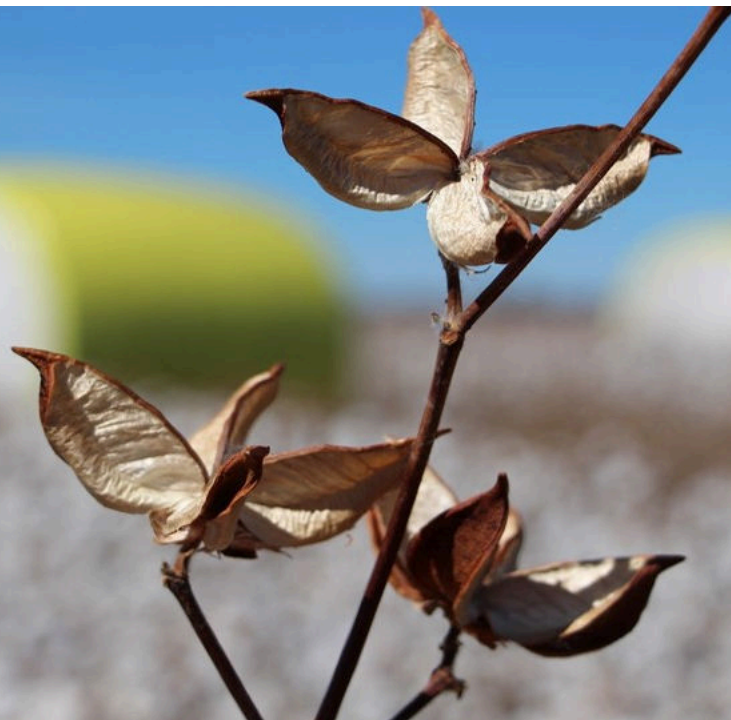
(6) Working Capital - Current Assets less Current Liabilities

30



Key Risks

International offer restrictions



Key risks

KEY RISKS

This section describes the key risks associated with an investment in Namoi which may affect Namoi's business and its operating and financial performance, together with the risks relating to the KCC Investment and participation in the Offer (including New Shares issued in connection with the Offer), which may affect the value of Namoi shares. It does not describe all the risks of an investment. Before participating in the Offer, you should be aware that an investment in Namoi has a number of risks, some of which are specific to Namoi and some of which relate to listed securities generally, and many of which are beyond the control of Namoi. Investors should consult their own professional, financial, legal and tax advisers about those risks and the suitability of investing in light of their particular circumstances. Investors should also consider publicly available information on Namoi (including information available on the ASX website) before making an investment decision.

References to "Namoi", "the Company" or "the Group" in the key risks section of this Presentation include Namoi and its related bodies corporate (as defined in the Corporations Act 2001 (Cth)), where the context requires.

The risks are categorised as follows:

1. KCC INVESTMENT RISKS

Completion risk

Realisation of Namoi's investment in the KCC Investment opportunity, including in KCC's project to construct and operate a new cotton gin at Kununurra in Western Australia (the "Kununurra Gin"), is conditional on certain matters as set out in the KCC Agreements including (amongst other things), Namoi successfully raising enough capital under the Offer; KCC obtaining all relevant authorisations and government approvals for the gin construction infrastructure, the installation of gin equipment and to manage and operate the gin; practical completion occurring for the construction of the gin; the gin meeting certain design specifications; Namoi obtaining workplace health and safety scheme accreditation; and KCC entering into certain agreements with third parties in relation to the Kununurra Gin. In addition, certain customary termination rights exist under the KCC Agreements.

If the conditions precedent are not satisfied, or the relevant KCC Agreements are terminated, completion or the realisation of the KCC Investment may not occur on the current terms, or at all, or otherwise may be deferred.

If the KCC Investment is not completed or realised as a result of a failure to satisfy any of the conditions (or for any other reason), Namoi will need to consider whether it will retain the proceeds from the Offer, or otherwise may need to consider ways to return the proceeds (net of transaction costs) to shareholders who participated in the Offer. If Namoi elects to use the proceeds for an alternative purpose, the return on investment may ultimately be less than if the proceeds had been used for the KCC Investment. Also in such circumstances certain transaction costs in relation to the KCC Investment will still be payable by Namoi.

If completion or realisation of the KCC Investment is delayed, including delays to the construction of the Kununurra Gin, Namoi may incur additional costs and it may take longer than anticipated for Namoi to realise the benefits of the KCC Investment. Further, any significant delay may have adverse effects on the business of KCC including in relation to incurring substantial additional costs for the construction of the Kununurra Gin, which may in turn have an impact on Namoi's financial performance or position as a result of Namoi's equity investment in KCC and/or its arrangements with KCC in the KCC Agreements.

Any failure to complete or realise the KCC Investment (or any relevant delay) and/or any action required to be taken to return capital to shareholders who participated in the Offer, may have a material adverse effect on Namoi's financial performance, financial position and the trading prices of Namoi shares.

KCC's future earnings and Namoi's value accretion expectations

After completion of the KCC Investment, Namoi will become a non-controlling interest holder with the right to nominate a director to the KCC board. As a substantial, but non-controlling interest holder with only one nominated director on the KCC board, Namoi will not have the ability to pursue or determine KCC's strategies and operational objectives and will not be involved in the day to day operations of KCC's business. Accordingly, there is a risk that KCC does not pursue or achieve the operational objectives and benefits as set out in this Presentation, which is beyond the control of Namoi.

Any failure on the part of KCC to meet these strategies, operational objectives and benefits could have an adverse effect on Namoi's ability to realise its expected return on the KCC Investment, including the realisation of the strategy, operational objectives and benefits as set out in this Presentation (in whole or in part) in a timely manner, at all, or to the extent envisaged, or that the costs associated with achieving these objectives and benefits may be higher than Namoi anticipated.

The future performance of KCC could also have an adverse impact on Namoi's operations, financial position, prospects and reputation if the KCC Investment does not proceed or perform as expected, if KCC is unable to fulfil its obligations, or otherwise if KCC experiences a decline in financial condition, performance or creditworthiness. Further, the success of the KCC Investment is dependent upon a number of other factors beyond Namoi's control, including the supply of core gin equipment and infrastructure by third parties and construction project risks relating to the construction of the Kununurra Gin.

Disagreements may also occur between Namoi and other shareholders in KCC regarding the business and operations of KCC and Namoi may be constrained in its ability to exit the KCC Investment. KCC or other KCC shareholders may also take certain actions or become involved in circumstances which negatively impact the reputation of KCC or the Kununurra Gin, which in turn may cause damage to the reputation of Namoi by association.

Historical liabilities

As Namoi will become a substantial interest holder in KCC post completion of the KCC Investment, Namoi may become directly or indirectly exposed to liabilities that KCC has incurred or is liable for in respect of prior acts or omissions, including legal and regulatory liabilities for which it may not be adequately indemnified, or liabilities which were not identified during Namoi's due diligence (including in respect of matters of which KCC was not aware) or which are greater than expected. Such liabilities may adversely affect the financial performance or position of Namoi after completion of the KCC Investment.

KCC Agreements

The KCC Agreements contain a number of customary representations, warranties and indemnities. However, the warranties and indemnities may not be sufficient to cover the actual liability incurred in connection with any known or unknown liabilities of KCC or the KCC Investment (including in connection with historical liabilities) and/or Namoi may not be able to recover from KCC or any other person, which could adversely affect Namoi's business, operations or financial performance.

Risks associated with the size of the KCC Investment

The KCC Investment, if completed, will form a part of Namoi's business. The increased relative exposure to Namoi's businesses could adversely impact Namoi's financial position and performance if the KCC Investment does not perform as expected.

Reliance on information provided

Namoi undertook a due diligence process in respect of the KCC Investment, which relied in part on the review of financial and other information provided by KCC or discussed at meetings held with KCC management. Despite making reasonable efforts, Namoi has not been able to verify the accuracy, reliability or completeness of all of the information which was provided.

Similarly, Namoi has prepared (and made assumptions in the preparation of) certain financial information relating to the realisation of the KCC Investment included in this Presentation, in reliance on limited financial information and other information provided by KCC. Namoi is unable to verify the accuracy or completeness of all of that information. If any information provided and relied upon by Namoi in its due diligence investigations and preparation of this Presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and realisation of the KCC Investment and of Namoi may be materially different to the expectations and targets reflected in this Presentation.

Key risks (cont.)

Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the KCC investment have been identified and avoided or managed appropriately (for example, because it was not always possible to negotiate indemnities or representations and warranties from KCC to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have an adverse impact on Namoi, which were not identified through due diligence or for which there is no contractual protection for Namoi. This could adversely affect the operations, financial performance and/or financial position of Namoi.

Funding risk

Namoi intends to fund the KCC investment through the funds raised under the Offer.

Namoi has entered into an Underwriting Agreement with the Underwriter ("Underwriting Agreement" and "Underwriter" defined on Slide 36 of this Presentation) pursuant to which the Underwriter has agreed to fully underwrite the Offer, subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain customary termination events occur, the Underwriter may terminate the Underwriting Agreement. Those termination events are summarised on Slide 36 of this Presentation. Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Offer, which could result in Namoi not having access to sufficient capital to fund the KCC investment.

If Namoi is unable to raise sufficient funds under the Offer, or the Offer does not proceed, Namoi may not have access to sufficient capital and may need to seek alternative sources of funding to complete the KCC investment, which may result in Namoi incurring additional costs (for example, by way of interest payments on debt) and/or potential restrictions being imposed on the manner in which Namoi conducts its business and deals with its assets. There is no guarantee that alternative funding could be sourced on satisfactory terms and conditions or at all. Failure to source alternative funding could result in Namoi being unable to complete the KCC investment or to perform its obligations under the KCC Agreements. Any of these outcomes could have a material adverse impact on Namoi's financial position, prospects and reputation.

Analysis of investment opportunity

Namoi has undertaken financial, legal, commercial and technical review of KCC and of the KCC investment in order to determine its attractiveness to Namoi and whether to proceed with the KCC investment. It is possible that despite such analysis and the best estimate assumptions made by Namoi, the conclusions drawn are inaccurate or are not realised. To the extent that the actual results achieved by the KCC investment are different to those indicated by Namoi's analysis, there is a risk that the financial position, performance and prospects of Namoi following the KCC investment may be different (including in a materially adverse way) from what is reflected in this Presentation.

2. KEY BUSINESS RISKS

The Namoi Group's business is subject to risks that can adversely impact its financial performance, financial condition and future performance. Certain risks and uncertainties that the Namoi Group may face are summarised below. However, the risks and uncertainties described below are not the only ones the Namoi Group faces. Additional risks and uncertainties that the Namoi Group is unaware of, or that the Namoi Group currently deems to be immaterial, may also become important factors that affect it. If any of the listed or unlisted risks occur, the Namoi Group's business, prospects, reputation, financial performance or financial condition could be materially adversely affected, with the result that the trading price of Namoi securities could decline and as a shareholder you could lose all or part of your investment. You should carefully consider the risks described and the other information in this Presentation and consult your stockbroker, legal adviser, accountant or other professional advisers before investing in Namoi securities.

Political and general business and economic conditions

In light of recent global and domestic macroeconomic events; and political, economic and business conditions, including the ongoing impact of COVID-19, the conflict in Ukraine, escalating tensions between Australia and China, pressures on global supply chains, natural disasters, inflationary pressures and rising interest rates; Australia (along with other countries relevant to Namoi Group's operations) is currently experiencing economic variability and uncertainty. These economic conditions could have an adverse impact on the Namoi Group's operating and financial position and performance and could affect the price of Namoi's shares.

Global political conditions that impact the global economy have led to, and may continue to result in, extended periods of increased political and economic uncertainty and volatility in global financial markets. Global trade developments relating to, among other things, the imposition or threatened imposition of trade tariffs and levies by major countries, including the United States, China and other countries that are Australia's significant trading partners and allies, may continue to result in extended periods of increased political and economic uncertainty and volatility in global financial markets, which could adversely affect the Namoi.

In addition to geopolitical tensions, rising interest rates, central bank tightening, persistent COVID-19 challenges, global shipping capacity constraints, higher costs for freight, supply chain issues, higher energy prices, higher food prices and tightened labour markets, are all contributing to rising inflationary pressures on the global and domestic economies. This may have impacts on financial markets or economic stability and could adversely affect the financial position and performance of Namoi.

Impact of Covid-19

Despite the global rollout of vaccine programs, the COVID-19 pandemic continues to impact the domestic and global economies. The events relating to COVID-19 have resulted in market changes and volatility of supply and demand. While increasing vaccination rates have led to the easing of restrictions on regional and internal travel, events, meetings and other activities, further variants may develop that require different government responses and greater restrictions to those that have been adopted to date.

Future outbreaks and their impacts are uncertain and dependent upon many factors beyond Namoi's control. The ongoing impacts of COVID-19 combined with other risks (e.g. geopolitical risk), could exacerbate impacts and materially increase economic disruption. Major disruptions to community health and economic activity continue to have wide ranging negative effects across most business sectors in Australia and globally. Ongoing COVID-19 related supply chain disruption and labour mobility constraints could result in a decline in Namoi's profit margins, and could adversely affect Namoi or Namoi's customers' cash flows, capital, liquidity and/or financing needs. Many of the risks highlighted in further detail below are likely to be heightened due to the ongoing impacts of the COVID-19 pandemic. There continues to be considerable uncertainty as to further short and long-term impact of COVID-19 including in relation to governmental responses, international trade impacts, potential taxation changes, work stoppages, lockdowns, quarantines, travel restrictions, supply chain disruption and the impact on the global economy and share markets. The potential impacts or effects of these possible outcomes on Namoi include:

- health impacts to Namoi's employees or its customers' employees, which could result in a closure of a facility for a period and could adversely impact on the availability of technically equipped and qualified personnel needed to conduct certain operations;
- a reduction in activity in the cotton industry, leading to a decrease in demand for Namoi's products and services;
- counterparty non-performance or claims under existing contractual arrangements;
- insolvency of counterparties; and
- disruptions to international trade resulting from policies developed by governments in response to COVID-19 or as a result of disputes or disagreements amongst governments on matters relating directly or indirectly to COVID-19.

Lint cotton, cottonseed and grains commodities price risk

Namoi is exposed to movements to the price of cottonseed through fixed price purchases and sale contracts. Namoi is potentially exposed to movements in the price of lint cotton as a result of fixed price purchases and sales of lint cotton respectively in contracts with growers and mills principally through its investment in the Namoi Cotton Marketing Alliance ("NCMA") joint venture. Cotton price risk potentially arises when Namoi enters into a forward contract with a grower to purchase or sell physical cottonseed without simultaneously entering into the opposing transaction. The cotton markets can be volatile and pricing can change rapidly. This volatility, in combination with foreign exchange changes, could have a material impact on Namoi's ability to compete and may impact the financial performance and future prospects of Namoi's business.

Key risks (cont.)

NCA and NCMA joint ventures

The Namoi Group has a 51% interest in the NCA joint venture and a 15% interest in the NCMA joint venture which is a central aspect of its business. This arrangement may require the Namoi Group to incur obligations and liabilities which may continue after the termination or dissolution of the joint venture, alliance or other arrangement. Participation in this arrangement may also restrict the Namoi Group's autonomy and flexibility with respect to certain business decisions. Disagreements may occur between the Namoi Group and its strategic partner(s) regarding the business and operations of the joint venture. Further, a strategic partner may take certain actions or become involved in circumstances which negatively impact the reputation of the joint venture and cause damage to the reputation of the Namoi Group by association. If a key business partner is unable to fulfil its obligations or experiences a decline in financial condition and creditworthiness, the performance of the joint venture or other arrangement may be adversely affected which may in turn adversely affect the performance and financial position of the Namoi Group. Additionally, the Group is exposed to the losses encountered by NCA and NCMA, and if NCA and NCMA does not perform as Namoi expects, the Group's financial performance or reputation may be adversely impacted.

Climate / Extreme weather events

Demand for cotton products is influenced by climatic conditions that help determine the timing and extent of production activity. While certain conditions may increase the supply of cotton products, extreme climatic conditions, such as prolonged drought, may reduce supply of those products.

As Namoi is a cotton processor, there is a risk that Namoi could be exposed to a number of natural events such as floods, storms, fire and adverse movements in the environment (including as a result of climate change), such as changes in temperature, solar radiation and soil moisture. Adverse environmental conditions can negatively impact cotton production. Any cotton plant diseases could also cause significant impacts cotton production and to Namoi's business and operations and that of its customers and suppliers. Events such as floods and storms could also cause short, medium or long-term interruptions to Namoi's operations and materially impact cash flows, financial performance and operational results.

Seasonality

The timing of weather seasons in the geographies in which Namoi operates is uncertain and varies from year to year. Since the demand for Namoi's products is dependent upon the weather, there is a risk that unusually early or late seasons may have a negative impact on demand for Namoi's products in a particular year and therefore its financial performance. The duration of key selling periods and subsequent demand and the timing of that demand for cotton can also be impacted by climatic conditions.

Commodity prices

International commodity prices can impact the profitability of cotton companies. International prices for cotton can affect demand for cotton and growers' decisions to produce cotton.

Foreign exchange risk

Namoi has transactional currency exposures predominantly arising from some cottonseed sales being denominated in USD as opposed to the Namoi Group's functional AUD currency, which denominates all payments to growers. Potentially foreign currency denominated financial assets and liabilities may be adversely affected by a change in the value of foreign exchange rates.

Interest rate risk

Namoi will be subject to the risk of rising interest rates associated with borrowing on a floating rate basis. Namoi seeks to manage all or part of its exposure to adverse fluctuations in floating interest rates through interest rate hedging arrangements, including derivative financial instruments. Such arrangements involve risk, such as the risk that counterparties may fail to honour their obligations under these arrangements, and that such arrangements may not be effective in reducing exposure to movements in interest rates. To the extent that Namoi does not hedge effectively (or at all) against movements in interest rates, such interest rate movements may adversely affect Namoi's results.

Counter-party risk

Namoi and NCMA sell lint cotton and cottonseed to international and domestic counterparties. These export and domestic sales are concluded under contract and the potential risk exists for a counterparty to default on its contractual obligations and expose Namoi (cottonseed) to a financial loss. Non-performance by counterparties may result in products or amounts owed being unrecoverable and joint venture parties or other counterparties may have an issue in their business not connected to Namoi which gives rise to a reputational impact which may have a consequential adverse effect on projects in which that entity and Namoi are involved. Purchasers may also default on their purchase obligations resulting in excess inventory and potentially reduced prices at which products can be sold and any insolvency or financial distress of its counterparties may have an adverse financial impact on Namoi.

Competition

Namoi conducts business in a highly competitive industry. Most of the products supplied by Namoi can also be purchased from other cotton companies. This may place pricing pressure on Namoi and may impact Namoi's ability to retain existing customers or attract new customers. There can be no assurances given in respect of Namoi's ability to compete. Namoi's financial performance, the future prospects of the business and the value of Namoi shares could be materially adversely affected if Namoi cannot compete, existing competitors increase market share or new competitors enter the relevant markets.

Excess supply

Supply and demand factors play a role in the profitability of cotton sales. New capacity relating to the supply of cotton products can result in volatility in pricing and margins in key products supplied by Namoi.

Relationships with customers, distributors and suppliers

Namoi is exposed to competitor pressures in retaining and attracting customers. The loss of a key customer, the inability to renew contracts on similar terms or the inability of Namoi to attract new customers may have a material impact on future profitability and the value of Namoi shares. Namoi also uses third parties to sell and/or distribute its products. These third parties may choose to prioritise other products or may elect not to renew distribution agreements when they expire. Should this occur, Namoi may not be able to sell its products or may suffer delays in appointing new distributors. Namoi also relies on the supply of a number of materials, intermediates and active ingredients in order to produce and supply its cotton products. Commercial terms relating to the supply of those inputs can vary and are subject to negotiation with third parties. Pricing and other terms associated with these arrangements can impact the margins associated with the sale of related products and Namoi's future profitability and the value of Namoi shares.

Operational risk

Namoi's profitability will continue to be subject to a variety of operational risks including strategic and business decisions (including acquisitions), technology risk (including business systems failure), reputation risk, fraud, compliance with legal and regulatory obligations, counterparty performance under outsourcing arrangements, business continuity planning, legal risk, data integrity risk, customer default risk, key person risk and external events. Further operational risks are that a customer or customers may terminate the services of Namoi at any time, for any reason, or that a regulatory investigation or review may adversely affect Namoi's ability to conduct its operations in an efficient and cost-effective manner.

Acquisition and divestment risk

From time to time, Namoi evaluates corporate transactions and acquisition and divestment opportunities, which may involve entering new or leaving existing markets, or entering into joint ventures, strategic partnerships or combining assets. While Namoi recognises the potential benefits of corporate transactions and acquisition or divestment activities, significant risks also exist in both the execution and implementation of such activities and may affect Namoi's risk profile through changes to, or the relative importance of, the risks to which Namoi has exposures.

Key risks (cont.)

Any past or future corporate transactions or acquisitions or disposals would cause a change in the sources of the Namoi's earnings and result in variability of earnings over time. Integration, divestment or combinations of new or existing businesses may require changes to operations or personnel, may be costly and require significant resources and can occupy management's time. Depending on the type of transaction, it could take a substantial period of time for Namoi to realise the financial benefits of the transaction, if any. During the period immediately following this type of transaction, Namoi's operating results may also be adversely affected. Changes in ownership and management may result in impairment of relationships with employees, customers, suppliers and partners of the acquired business. The financial performance of investments and the economic conditions they operate within may result in investment impairment should the recoverable amount of the investment fall below its carrying value, which may result in a loss against book value in the event of the divestment of a business or asset. Any failure to adequately manage the risks associated with any corporate transactions or acquisitions or divestments could adversely affect Namoi's business, financial performance, liquidity, capital resources, financial condition and prospects.

Information and cyber security

Sensitive data, pertaining to Namoi, its employees, associates, customers or suppliers, may be lost or exposed, resulting in negative impact to reputation or competitive advantage, and potential breach of regulatory compliance obligations. Cyber threats, such as advanced persistent threats, distributed denial of service, malware and ransomware, are continuously evolving, becoming more sophisticated and increasing in volume. The COVID-19 pandemic has increased the number of staff working offsite for an extended period, which may increase information security risks for Namoi. Cyber criminals may attempt to take advantage through pursuing exploits in end point security, spreading malware, and increasing phishing attempts. These risks may be further exacerbated by geopolitical risks.

Namoi may be the target of cyber-attacks which could result in commercial, financial, health and safety, environmental or reputational impacts. The potential consequences include loss of business or customer, financial loss, harm to personnel or environment, interference with compliance with regulations, interruption to operational business processes, or interruption to the ability to make, sell and ship product. In respect of Namoi's advanced technologies, there is a risk that the intellectual property may be replicated or challenged, resulting in potential loss of business.

Additionally, failures in Namoi's cybersecurity policies, procedures or controls, could result in loss of data or other sensitive information (including as a result of an outage) and may cause associated reputational damage. Any of these events could result in significant financial losses (including costs relating to notification of, or compensation for customers), regulatory investigations or sanctions or may affect the Namoi's ability to retain and attract customers, and thus may adversely affect Namoi's financial performance and position.

Security of supply chain

There is a risk that the supply chain for one or more of Namoi's products could be materially disrupted with the result that sufficient quantities of Namoi product are not delivered on time. This could result from pressures on supply chains including from global shipping capacity constraints, higher costs for freight or supply chain issues related to ongoing COVID-19 or other supply chain disruptions, including labour mobility constraints, or from the occurrence of a natural disaster that affects the delivery of cotton to the Company's plants, or that impacts the delivery of cotton to customers. The occurrence of such supply chain disruption could result in the inability to sell some or all products, with an associated loss of revenue and (potentially) brand damage, increased costs flowing from alternative transport and delivery arrangements, or a combination of both.

Regulatory or compliance breaches

Namoi is required to comply with a range of laws and regulations. Regulatory areas which are of particular significance to Namoi include environment, occupational health and safety, safety, employment and similar regulations also give rise to significant requirements and compliance costs for Namoi. There is a risk that non-compliance with such regulations, changes in the interpretation of current regulations, loss or failure to secure a renewal of an accreditation, or the introduction of new laws or regulations may occur, which could lead to fines imposed on Namoi by the relevant regulatory authority or governmental body, revocation of permits/licenses, increased compliance costs, or damage to

Namoi's reputation. These events could cause a material adverse impact on Namoi's costs, business model and competitive environment and therefore its future financial performance and position.

Compliance and change in law risk

Changes in federal or state government legislation, regulations or policies in any of the countries in which Namoi operates or in which it has dealings may adversely impact its business, financial condition and operations, or the business, financial condition and operations of Namoi's customers and suppliers. This includes changes in domestic or international laws relating to sanctions, import and export quotas, tariffs and geopolitical risks relating to countries with which Namoi, or its customers and suppliers, engages to buy or sell products and materials, including changes as a result of the COVID-19 pandemic, and health and safety laws. In addition, changes in tax legislation or compliance requirements in the jurisdictions in which Namoi, or its customers and suppliers, operates, or changes in the policy or practices of the relevant tax authorities in such jurisdictions, may result in additional compliance costs and/or increased risk of regulatory action, including potential impact on licences to operate. New regulations or guidance relating to climate change, human rights, environmental, social or governance risks, as well as the perspectives of shareholders, employees and other stakeholders, may affect Namoi's business operations and its financial position and performance and that of its customers and suppliers.

Namoi's business and that of its customers and suppliers, is also subject to various other laws and regulatory provisions across the jurisdictions in which it operates, including anti-bribery and corruption laws, sanctions and anti-trust laws. Failure to abide by any applicable laws and regulations could result in reputational damage to Namoi, as well as legal action, potential costs of damages, penalties and fines, and could impact on the willingness of parties, including financiers, to transact with Namoi, which could have an adverse financial impact on Namoi.

Litigation risk

Namoi is exposed to potential legal and other claims, disputes or matters in the course of its business, including contractual and other commercial disputes, property damage and personal injury claims in connection with its operations, regulatory investigations, industrial action, disputes involving employees or former employees and occupational health and safety matters. If Namoi or any of its controlled entities is involved in any such claims, disputes or matters, this may disrupt Namoi's business operations, affect Namoi's reputation, and/or cause Namoi to incur additional costs which may have an adverse financial impact on Namoi.

Insurance risk

Although Namoi maintains insurance coverage that it believes is appropriate to protect against major operating, business and other risks, not all risks are insured or insurable. Namoi cannot be sure that adequate insurance coverage for potential losses will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover all or any future claims.

Environmental risk

Namoi operates in a regulatory environment that establishes high standards in terms of environmental compliance. Any material failure by Namoi to meet its various statutory and regulatory environmental responsibilities could result in significant liabilities as well as ongoing costs relating to operations inefficiencies which may arise.

Quality controls

Namoi supplies a range of cotton products which are the subject of strict export quarantine controls. The performance of these products would be negatively impacted if specific quality standards are not met and this could, in turn, have an adverse impact on the reputation and success of Namoi.

Failure to recruit and retain key executives, employees and Directors

Key executives, employees and Directors play an integral role in the operation of Namoi's business and its pursuit of its strategic objectives. The unexpected departure of an individual in a key role, or Namoi's failure to recruit and retain appropriately skilled and qualified persons into these roles, could each have an adverse effect on Namoi's business, prospects, reputation, financial performance or financial condition.

35

Key risks (cont.)

Occupational, health and safety risk

Due to the nature of Namoi's operations, there is a risk of accidents or unsafe operations. Notwithstanding the preventative measures which Namoi has taken or may take, there can be no assurance that accidents or unsafe operations will not occur and injure Namoi's own personnel or third parties. Such events may result in additional costs and fines, and may jeopardise Namoi's reputation, credibility and its operations.

3. OFFER AND GENERAL RISKS

Investment in Equity Capital

Investments in equity capital carry general risks. The trading price of Namoi's ordinary shares on ASX may fluctuate in line with broader market movements or in response to specific circumstances, which may result in the market price being higher or lower than the Offer Price (as applicable). Some factors which may affect the market price of the Namoi Group's ordinary shares include:

- the impact of COVID-19, including with respect to consumer sentiment, and global supply chains;
- Australian and international general economic conditions (including rising inflationary pressures, the level of economic activity, increasing costs of living, tightening labour markets, rising interest rates, global shipping constraints, supply chain disruption and currency exchange rates), changes in government policy, changes in regulatory policy, the expressed views of regulators, investor sentiment and general market movements, which may or may not have an impact on Namoi's actual operating performance;
- geopolitical tensions or other major Australian and international events such as hostilities and tensions (including the conflict in Ukraine), and acts of terrorism;
- operating results that vary from expectations of securities analysts and investors, including any differences between Namoi's interim financial report for the half-year ended 31 August 2022 and the information contained in this Presentation;
- changes in expectations as to Namoi's future financial performance, including financial estimates by securities analysts and investors;
- changes in market valuations of other financial services institutions;
- changes in dividends paid to shareholders, Namoi's dividend payout policy or Namoi's ability to frank dividends;
- announcement of acquisitions, strategic partnerships, joint ventures or capital commitments by Namoi or its competitors;
- changes in the market price of ordinary shares and/or other capital securities or other equity securities issued by Namoi or by other issuers, or changes in the supply of equity securities or capital securities issued by Namoi or by other issuers;
- changes in laws, regulations and regulatory policy;
- Namoi's failure to comply with law, regulations or regulatory policy, which may result in regulatory investigations, inquiries, litigation, fines, penalties, infringement notices, revocation, suspension or variation of conditions of relevant regulatory licences or other enforcement or administrative action or agreements (such as enforceable undertakings); and
- other events set out above in the key risks associated with Namoi's business.

There is still considerable uncertainty as to the ongoing impact of COVID-19 on the Australian and global economy, including as a result of further variants. Equity capital markets have historically and may in the future be subject to significant volatility. No assurance can be given that the New Shares will trade at or above the Offer Price (as applicable), and none of the Namoi Group, its Board, the Underwriter or any other person guarantees the market performance of the New Shares. It is possible that the price of ordinary shares will trade at a market price below the Offer Price as a result of these and other factors.

Underwriting

Morgans Corporate Limited (ACN 010 539 607) ("Underwriter") will be acting as underwriter and lead manager for the Offer. Namoi entered into an underwriting agreement with the Underwriter in respect of the Offer on 21 September 2022 ("Underwriting Agreement"). Two major shareholders of Namoi, Samuel Terry Asset Management Pty Ltd (ACN 108 611 785)⁽¹⁾ ("STAM") and Louis Dreyfus Company Asia Pte Ltd ("LDC") (each a "Key Sub-underwriter") will be acting as sub-underwriters and have each agreed to fully participate in the Entitlement Offer and sub-underwrite approximately \$4.8 million of the Offer each.

Slide 8 sets out details regarding STAM and LDC's participation, the Oversubscription Facility and sub-underwriting arrangements. Any New Securities which are not taken up by eligible retail securityholders pursuant to their entitlement (and, if applicable, in the form of oversubscription) will form part of a shortfall to be taken up by the Underwriter or Key Sub-underwriter, on the terms and conditions of the Underwriting Agreement and as described on Slide 8.

Key terms of Underwriting Agreement

The Underwriter's obligations under the Underwriting Agreement, including to manage and underwrite the Offer, are conditional on certain matters, including the timely delivery of due diligence process materials, notice of the number of New Shares issued pursuant to the Offer but not subscribed for by eligible shareholders ("Shortfall Shares"), and certification in relation to Namoi's compliance with the Underwriting Agreement.

If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have an adverse impact on the total amount of proceeds that could be raised under the Offer.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- the Offer documents or any statement, report, representation, matter or thing contained in them is or becomes misleading or deceptive or likely to mislead or deceive or a matter required to be included is omitted from the Offer documents, or any forecast, expression of opinion, intention or expectation expressed in the Offer documents is not honest and based on reasonable assumptions, when taken as a whole;
- the due diligence materials or any other information supplied by Namoi to the Underwriter in relation to the due diligence or the Offer is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- the cleansing notice lodged with ASX in relation to the Offer is defective or is amended or required to be amended;
- an obligation arises on Namoi to give ASX a notice in accordance with section 708AA(12) of the Corporations Act of New South circumstances arises or becomes known which, if known at the time of issue of the Offer cleansing notice, would have been required to be included in the cleansing notice;
- any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group (taken as a whole) from the position most recently disclosed to ASX by Namoi before the date of the Underwriting Agreement, or otherwise fairly disclosed to the Underwriter prior to entry into the Underwriting Agreement;
- any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in the Offer documents is or becomes incapable of being met or unlikely to be met in the projected timeframe;

(1) Samuel Terry Asset Management as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting.

36

Key risks (cont.)

- any of the following notifications are made in respect of the Offer, other than a notification that is not made public and that is withdrawn by the issuer or three Business Days after it is made, or prior to 9am on the date that the Underwriter subscribes for Shortfall Shares:
 - an application is made by ASIC for an order under Part 9.5 in relation to the Offer or an Offer document;
 - ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) in relation to the Offer or an Offer document;
 - ASIC otherwise issues or threatens to issue proceedings or a prosecution in relation to the Offer or commences any formal inquiry or investigation into the Offer; or
 - ASIC otherwise gives notice of an intention to issue proceedings or a prosecution in relation to the Offer or gives notice of an intention to commence any formal inquiry or investigation into the Offer or any other Governmental Agency takes an action similar or analogous to those things; or
 - any other Governmental Agency takes a similar or analogous action to those described above;
- a new law is introduced or there is a public announcement of a proposal to introduce into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia or any Commonwealth or State authority in Australia adopts or announces a proposal to adopt a new policy;
- Namoi is prevented from completing the Offer by or in accordance with the ASX Listing Rules, ASIC, ASX, any applicable laws or an order of a court or other governmental agency or a third party applies to a court seeking orders to prevent, or which will have the effect of preventing any of these things;
- the Company is prevented from granting the rights of eligible securityholders to subscribe for New Shares or from issuing the New Shares under the Offer in accordance with the ASX Listing Rules, applicable laws, a Government Agency or an order of a court;
- Namoi varies any term of its company constitution or disposes, attempts or agrees to dispose of a substantial part of its business or property (including its subsidiaries) without the prior written consent of the Underwriter;
- Namoi ceases to be admitted to the official list of ASX or Namoi's shares cease trading or are suspended from official quotation or cease to be quoted on the ASX (other than a voluntary suspension or trading halt requested by Namoi and consented to by the Underwriter to facilitate the Offer);
- ASX makes any official statement to any person that it will not grant permission for the official quotation of the New Shares being issued under the Offer, or will grant permission on conditions which would have a material adverse effect on the Offer, or the permission for the official quotation is subsequently withdrawn, qualified or withheld;
- Namoi engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Offer;
- Namoi withdraws or indicates that it does not intend to proceed with the Offer or any part of the Offer or withdraws a document forming part of the Offer documents;
- either of the following occurs:
 - a general moratorium on commercial banking activities in Australia, New Zealand, the United States of America, the United Kingdom, Japan, Singapore or Hong Kong is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries that is sustained for at least 2 days; or
 - trading in all securities quoted or listed on ASX, the London Stock Exchange, the Singapore Exchange, the Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for at least 1 day on which that exchange is open for trading;
- in respect of or involving any one or more of Australia, New Zealand or the United States of America, the Peoples' Republic of China, any member state of the European Union, Japan or the United Kingdom:
 - hostilities not presently existing commence;
 - a major escalation in existing hostilities occurs
 - a declaration is made of a new national emergency (other than as a result of the COVID-19 pandemic) or war;
 - a major terrorist act is perpetrated on any of those countries or any diplomatic, military or political establishment of those countries
- in respect of the existing hostilities in Ukraine:
 - a nuclear incident occurs;
 - Russia commences military operations against another country/hostilities against any member state of the North Atlantic Treaty Organisation;
 - any party deploys nuclear weapons or weapons involving nuclear material in the conflict in Ukraine; or
 - another country (other than Russia) commences military operations against Ukraine;
 - a nuclear accident occurs as a direct result of those hostilities;
 - the occurrence of any adverse change or disruption to political conditions or financial markets in Australia, New Zealand, the United States of America, the United Kingdom or Japan;
 - the S&P/ASX Small Ordinaries200 Index is at any time on two consecutive trading days greater than 102.50% below its level at close of normal trading on the trading day immediately prior to the date of the Underwriting Agreement;
 - a warranty or representation contained in the Underwriting Agreement on the part of Namoi is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
 - a certificate or 'new circumstance sign-off' required to be furnished by Namoi under the Underwriting Agreement is not furnished when required, or is untrue, incorrect or misleading;
 - any event specified in the Underwriting Agreement to occur is delayed by more than 3 Business Days (other than as a result of matters solely within the control of the Underwriter) without the prior written consent of the Underwriter;
 - Namoi alters its equity capital structure, including proposing or activating any buy-back, capital reduction or scheme of arrangement or any other form of recapitalisation, without the prior written consent of the Underwriter;
 - a scheme of arrangement or reconstruction is announced by Namoi, or another offer to holders of Namoi's shares is announced by another person which, if implemented, may result in a person or their associates acquiring a beneficial interest in 50% or more of the shares of, or voting power in, Namoi;
 - Namoi fails to perform or observe any of its obligations under the Underwriting Agreement and the failure, if capable of remedy, is not remedied by the earlier of 2 Business Days after its occurrence and the date on which the Underwriter must subscribe for the Shortfall Shares;
 - Namoi or any member of the Group contravenes the Corporations Act, its company constitution, the ASX Listing Rules, any applicable laws or a requirement, order or request made by ASIC, ASX or a government agency or any agreement entered into by it;
 - any Offer document or any aspect of the Offer does not comply with the Corporations Act, the ASX Listing Rules or any other applicable law or regulation;
 - a change to the chief executive officer or chief financial officer or the board of directors of the Company occurs, except as disclosed to the Underwriter before the date of the Underwriting Agreement;

37

Key risks (cont.)

- any of the following occurs:
 - a director of Namoi is charged with an indictable offence;
 - any government agency commences any public proceedings against Namoi or any director in their capacity as a director of Namoi, or announces that it intends to take such action;
 - any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
 - a director, chief executive officer or chief financial officer of Namoi, or any member of the Group, is charged in relation to fraudulent conduct, whether or not in connection with the Offer;
 - the trading halt ends before the expiry of the relevant period in the timetable for the Offer without the prior written consent of the Underwriter;
 - any member of the Group becomes insolvent or there is an act or omission which would result in a member of the Group becoming insolvent;
- Either:
 - Namoi makes a public statement or notifies the Underwriter that it cannot or does not intend to proceed with the KCC Investment in accordance with the KCC Agreements; or
 - Namoi is advised that an approval or consent required for completion of the KCC Investment will not be provided, or a condition precedent to completion of the KCC Investment is unable to be satisfied, or unable to be satisfied within the required time, and is not waived, in accordance with the KCC Agreements; or
 - a KCC Agreement is otherwise breached or varied in any respect which is adverse to Namoi or terminated or rendered void, voidable, invalid, illegal or otherwise unenforceable;

The ability of an Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether, in the reasonable opinion of the Underwriter:

- the event has had or would be likely to have, individually or in the aggregate, a material adverse effect on the financial condition, financial position or financial prospects of the Group (considered as a whole); or
- the event has had or could have, individually or in the aggregate, a material adverse effect on:
 - the success or outcome of the Offer;
 - the trading price of Namoi's shares; or
 - the ability of the Underwriter to market or promote or settle the Offer; or
- the Underwriter will or would be likely to contravene, be involved in a contravention of, or incur a liability under the Corporations Act or any other applicable law as a result of the event.

For the purposes of the Underwriting Agreement, the effect of any matter on the success or outcome of the Offer or the ability of the Underwriter to market, promote or settle the Offer is determined by assessing the likely effect of that matter on a decision of an investor to invest in the New Shares issued under the Offer, as if that decision to invest were made after the occurrence of that matter and not by considering the number and extent of Valid Applications received before the occurrence of that matter.

For details of fees payable to the Underwriters, see the Appendix 3B released to ASX on 21 September 2022.

Namoi also gives certain representations, warranties and undertakings to the Underwriters and an indemnity to the Underwriters, their affiliates and related bodies corporate subject to certain carve-outs.

Liquidity risk

Shareholders who wish to sell their ordinary shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for ordinary shares. Namoi does not guarantee the market price or liquidity of ordinary shares and there is a risk that you may lose some of the money you invested.

Effect of Offer on control of Namoi

Following the Offer, it is possible that the maximum holdings of STAM and LDC may rise from 20.5% and 11.4% respectively to as high as 26% and 16.8% as a result of their participation for their pro-rata proportion in the Offer and as a result of their sub-underwriting support. STAM may increase their holdings to this extent by relying on the exception contained in item 30 of section 611 and section 615 of the Corporations Act.

The effect of the Offer on the control of STAM and LDC will depend on a number of factors including:

- level of shareholder and other investor participation (including the taking up of entitlements and applications for shortfall shares);
- which shareholders participate;
- the extent to which the underwriting is called upon; and
- the level of dispersion of shortfall shares to any other sub-underwriters.

Dividends may fluctuate or may not be paid

Dividends are discretionary and do not accrue. The rate of dividends may fluctuate or Namoi may not pay dividends at all. There is a risk that dividends may become less attractive compared to returns on comparable securities or investments. None of Namoi, its directors or any other person guarantees any particular rate of return on ordinary shares.

Taxation

Any change to the current rate of company income tax in jurisdictions where Namoi operates may impact on shareholder returns. Any changes to the current rates of income tax applying to shareholders, whether they are individuals, trusts or companies may similarly impact on shareholder returns.

Shareholders are subordinated and unsecured investors

In a winding up of Namoi, shareholders' claims will rank after the claims of creditors preferred by law, secured creditors and general creditors. Shareholders' claims will rank equally with claims of holders of all other ordinary shares. If Namoi were to be wound up and, after the claims of creditors preferred by law, secured creditors, general creditors and holders of subordinated instruments (including holders of hybrid securities) are satisfied, there are insufficient assets remaining, you may lose some or all of the money you invested in ordinary shares.

Future issues of debt or other securities by Namoi

Namoi and members of the Namoi Group may, at their absolute discretion, issue additional securities in the future that may rank ahead of, equally with or behind ordinary shares, whether or not secured. Additionally, certain convertible securities which have been or may be issued by Namoi and members of the Namoi Group in the future may be converted from debt to equity securities. Any issue or conversion of other securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up. An investment in ordinary shares confers no right to restrict Namoi from raising more debt or issuing other securities (subject to restrictions imposed under the ASX Listing Rules), to require Namoi to refrain from certain business changes, or to require Namoi to operate within potential certain ratio limits. An investment in ordinary shares carries no right to participate in any future issue of securities (whether equity, hybrid, debt or otherwise) by any member of the Namoi Group, other than their pro rata issues if the shareholder is eligible to participate in the pro rata issue under relevant laws. No prediction can be made as to the effect, if any, such future issues of debt or other issues of securities by an entity in the Namoi Group may have on the market price or liquidity of ordinary shares.

38

Key risks (cont.)

Renouncement risk and dilution

If you are an eligible shareholder and you do not take up all of your entitlement under the Offer, your entitlement will be treated as renounced and may be acquired by eligible shareholders under the Oversubscription Facility or may be acquired by the Underwriter or the Sub-underwriters.

If you do not take up all of your entitlement under the Offer, your percentage holding in Namoi will be diluted by not participating to the full extent in the Offer and you will not be exposed to future increases or decreases in Namoi's share price in respect of the New Shares which would have been issued to you had you taken up all of your entitlement.

Risk of selling or transferring entitlements

If you are an eligible shareholder and do not wish to take up your entitlements, you can sell them on the ASX or transfer them to another person or entity other than on the ASX during the entitlement trading period. If you sell or transfer your entitlements at one stage in the entitlement trading period you may receive a higher or lower price than a securityholder who sells or transfers their entitlements at a different stage in the entitlement trading period. There is no guarantee that there will be a viable market during, or on any particular day in, the entitlement trading period, on which to sell entitlements on the ASX. Eligible shareholders who wish to sell their entitlements may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for entitlements. If you choose to transfer your entitlements to another person or entity other than on the ASX, there is no guarantee that you will receive any value for transferred entitlements. You should also note that if you sell or transfer all or part of your entitlements, then your percentage securityholding in Namoi will be diluted by not participating to the full extent of the Entitlement Offer.

Change in accounting policy

Australian Accounting Standards are issued by the Australian Accounting Standards Board and are not within the control of Namoi and its Directors. Changes to the Australian Accounting Standards or the interpretation of those Standards could affect Namoi's reported earnings and its financial position from time to time.

Other external events

Acts of terrorism, an outbreak of international hostilities, labour strikes, civil wars or fires, floods, earthquakes, cyclones, outbreaks of disease, and other natural disasters (including where the frequency and severity of such events increase as a result of the effects of climate change) may cause an adverse change in investor sentiment with respect to Namoi specifically or the share market more generally, which could have a negative impact on the value of an investment in ordinary shares.

International offer restrictions

This Presentation does not constitute an offer of New Shares and Entitlements in any jurisdiction in which it would be unlawful. In particular, this Presentation may not be distributed to any person, and the New Shares and the Entitlements may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document may be distributed in Hong Kong solely to existing shareholders of the Company. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

The New Shares and Entitlements are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This document has been prepared in compliance with Australian law and 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.

Singapore

This document and any other materials relating to the New Shares and Entitlements have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the New Shares and Entitlements may not be issued, circulated or distributed, nor may the New Shares and Entitlements be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares and Entitlements being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares and Entitlements. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

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

**NAMOI COTTON LIMITED (ASX: NAM)
NAMOI COTTON ANNOUNCES
UNDERWRITTEN RENOUNCEABLE ENTITLEMENT (RIGHTS) OFFER TO RAISE \$14.1 MILLION**

Namoi Cotton Limited (**'Namoi Cotton'**) today announces it will undertake a fully underwritten¹ renounceable pro-rata entitlement offer at \$0.43 per share to raise approximately \$14.1 million (**'Entitlement Offer'**).

Namoi Cotton will offer eligible existing shareholders new fully paid ordinary shares (**'New Shares'**) as part of the Entitlement Offer on the following basis:

- The opportunity to buy 1 New Share for every 5.25 existing shares held on the record date (**'Entitlement'**);
- Eligible shareholders (who take up their full Entitlement) can apply for additional New Shares over and above their Entitlement up to a maximum value of \$30,000 worth of New Shares (**'Oversubscription Facility'**)²; and
- Entitlements are renounceable (that is, transferable) and eligible shareholders can sell and buy Entitlement rights on market on a deferred settlement basis from 26 September 2022 and on a normal settlement basis from 3 October 2022, until 21 October 2022, or may otherwise be sold or transferred all or in part, directly to another person.

The Entitlement Offer is supported by Namoi Cotton's two largest shareholders³ who intend to take up their full Entitlements and to equally sub-underwrite⁴ the Entitlement Offer to the amount of approximately \$4.8 million each.⁵

As part of the Entitlement Offer, Namoi Cotton will issue approximately 32.8 million New Shares, equivalent to 19% of pre-Entitlement Offer shares on issue, at an issue price of \$0.43 per share (**'Issue Price'**). The Issue Price represents a 12.2% discount to the last closing price on 20 September 2022 of \$0.49 per share, a 10.5% discount to TERP⁶ and 14.4% discount to the 10-day VWAP⁷.

The proceeds of the Entitlement Offer are intended to fund:

- Up to ~\$7 million investment (**'KCC Investment'**) in Kimberley Cotton Company Limited (**'KCC'**) and the Kununurra gin, comprising \$2.8 million for a 20% interest in KCC⁸ and up to ~\$4.2 million to support the provision of operating services⁹ and value-add services¹⁰ for the Kununurra gin.
- Reduction in debt, strengthening Namoi Cotton's balance sheet to manage variable seasonal conditions.

As previously announced to the market¹¹ Namoi Cotton entered agreements with KCC on 12 September 2022¹² to build¹³ and operate¹⁴ their new cotton gin at Kununurra. This gin, expected to be operational in 2025, will service the growth of cotton production in the Ord River Irrigation Area¹⁵. This gin is supported by up to \$34 million in non-recourse debt from NAIF¹⁶ and cotton supply agreements with growers.

Further information in relation to Entitlement Offer and the KCC Investment can be found in the investor presentation titled 'Capital Raising – Renounceable entitlement (rights) offer' (**Investor Presentation**) that has been released on the ASX today.

Namoi Cotton will offer eligible shareholders with a registered address in Australia or New Zealand (and in respect of certain institutional investors only, who have a registered address in Singapore or Hong Kong) on Namoi Cotton's register as at 7.00pm (Sydney time) on Tuesday 27 September 2022 (the **Record Date**), the ability to subscribe and apply for New Shares under the Entitlement Offer.

The Entitlement Offer will open and documentation will be despatched to eligible shareholders on Friday 30 September 2022. The Entitlement Offer closes at 5.00pm (Sydney time) on Friday 28 October 2022, with New Shares expected to be settled on Thursday 3 November 2022¹⁷ and allotted on Friday 4 November 2022, with trading expected to commence on Monday 7 November 2022.

Shares issued under the Entitlement Offer will rank equally with existing shares from the date of issue. Namoi Cotton reserves the right to vary the timetable without notice.

Directors intend to take up their full entitlements under the Offer¹⁸.

Morgans Corporate Limited is the Underwriter to the Entitlement Offer.

This announcement was approved and authorised for release by the Board.

For further information, please contact:

Namoi Cotton Limited

John Stevenson

Chief Executive Officer

(07) 4631 6100

All dates and times are indicative only and subject to change without notice.

All dollar amounts are in Australian dollars unless otherwise indicated.

Forward-looking statements

This announcement contains certain forward-looking statements. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. The forward-looking statements reflect views and assumptions with respect to future events as at the date of this announcement. However, they are not a guarantee of future performance. They involve known and unknown risks, uncertainties, assumptions, contingencies and other factors which are, in many instances, beyond the control of Namoi Cotton and may involve significant elements of subjective judgement and assumptions as to future events that may or may not be correct. There can be no assurance that actual outcomes will not differ materially from any forward-looking statements. Except as required by applicable laws, Namoi Cotton does not undertake to publicly update or revise the forward-looking statements or other statements in this announcement, whether as a result of new information or future events or circumstances.

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

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act 1937 or an exemption from registration.

¹ Refer to the summary at slide 8 of the Investor Presentation under the heading 'Underwriting' for further information.

² If the Oversubscription Facility is over-subscribed, Namoi will scale back applications for additional New Shares in its absolute discretion, having regard to the pro-rata Entitlement of eligible shareholders who apply for additional New Shares.

³ STAM (Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting) and LDC (Louis Dreyfus Company Asia Pte. Ltd.) who hold a respective 20.5% and 11.4% interest in Namoi Cotton.

⁴ STAM and LDC have entered into agreements with Morgans with a commitment to fully participate in the Entitlement and to provide general sub-underwriting for the Entitlement Offer. Any shortfall securities not taken up by eligible existing shareholders, including through the Oversubscription Facility, will be allocated equally to STAM and to LDC. STAM sub-underwriting may result in STAM increasing its shareholding in Namoi Cotton from 20.5% to up to 26% and LDC sub-underwriting may result in LDC increasing its shareholding in Namoi Cotton from 11.4% to up to 16.8%. STAM may increase its stake to above 20% for Corporations Act purposes by relying on the exception contained in item 10 of section 611 and section 615 of the Corporations Act. Berne No. 132 Nominees Pty Limited ACN 010 413 591 has been appointed as a nominee under section 615 of the Corporations Act.

⁵ See slide 8 of the Investor Presentation for information on the possible effects of STAM's and LDC's participation in the Entitlement Offer on their holdings in Namoi Cotton.

⁶ TERP is the theoretical price at which Namoi Cotton shares trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer and having regard to the Entitlement Offer ratio and New Shares issued under the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Namoi Cotton shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Namoi Cotton's closing price of \$0.49 per share on 20 September 2022, being the last practicable Trading Day prior to the date of the Entitlement and Information Booklet.

⁷ VWAP - Volume Weighted Average Price.

⁸ By way of being issued 28,000 shares for \$28,000 and 28,000 convertible notes for \$2.8 million – calculated on a fully diluted basis and assuming no other changes to KCC's capital structure. Convertible note repayment is December 2032 or conversion to equity from January 2026. KCC is targeting to pay coupon interest of 3.75% on convertible notes.

⁹ Agreement with KCC to operate the cotton gin at Kununurra and to provide mobile equipment and working capital.

¹⁰ Cottonseed and classing services subject to the finalisation of agreements to be entered with growers.

¹¹ See ASX release on 13 September 2022 titled 'Namoi Cotton Enters Agreement with Kimberly Cotton Company'.

¹² Execution of these agreement fulfills the material conditions precedent in the Convertible Note Agreement between Namoi Cotton and KCC for Namoi Cotton's ~20% interest in KCC.

¹³ Agreement with KCC for project management of gin construction, supply of ancillary gin equipment and installation of gin equipment.

¹⁴ Evergreen agreement with KCC to operate the cotton gin (subject to customary termination events).

¹⁵ For further information on KCC and the Kununurra cotton gin see slides 19 to 23 of the Investor Presentation.

¹⁶ Northern Australia Infrastructure Facility. See <https://naif.gov.au/what-we-do/case-studies/kimberley-cotton-company/>

¹⁷ The settlement date for any shortfall under the Entitlement Offer allocated to the sub-underwriters will be one or two business days after this date

¹⁸ Directors, as a related party, cannot participate in the additional shares as part of the Oversubscription Facility.

**NAMOI COTTON LIMITED (ASX: NAM)
BUSINESS UPDATE**

Namoi Cotton Limited (**'Namoi Cotton'** or the **'Company'**) is pleased to provide an update on its business for the current 2022 season (FY2023¹) and an outlook for the 2023 season (FY2024²).

On the back of above average cotton production in the 2022 season (FY2023), we are forecasting to gin approximately 1.2 million bales of cotton³ representing approximately 21% share of Australia's forecast cotton production⁴. Ginning has been delayed approximately 6 weeks due to rain⁵ and is expected to be completed by mid-October 2022.

Operating conditions have been challenged by labour and supply chain constraints in addition to increasing input costs for labour, fuel and consumables. These have had a negative impact on our margins.

Namoi Cotton is expecting to generate an EBITDA⁶ of \$19-21 million in FY2023⁷.

The Company expects similar seasonal conditions for the 2023 season, on the back of good water availability and forecast La Niña conditions⁸, with a forecast Australian cotton crop of 5.0 to 6.0 million bales⁹.

Namoi Cotton is expecting a potential ginning volume of 1.1-1.3 million bales¹⁰ in the 2023 season (FY2024).

The Company is planning to release its Half Year results in the week commencing 24 October 2022.

This announcement was approved and authorised for release by the Board.

For further information, please contact:

Namoi Cotton Limited
John Stevenson
Chief Executive Officer
(07) 4631 6100

All dollar amounts are in Australian dollars unless otherwise indicated.

Forward-looking statements

This announcement contains certain forward-looking statements. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. The forward-looking statements reflect views and assumptions with respect to future events as at the date of this announcement. However, they are not a guarantee of future performance. They involve known and unknown risks, uncertainties, assumptions, contingencies and other factors which are, in many instances, beyond the control of Namoi Cotton and may involve significant elements of subjective judgement and assumptions as to future events that may or may not be correct. There can be no assurance that actual outcomes will not differ materially from any forward-looking statements. Except as required by applicable laws, Namoi Cotton does not undertake to publicly update or revise the forward-looking statements or other statements in this announcement, whether as a result of new information or future events or circumstances.

¹ Financial year ending 28 February 2023.

² Financial year ending 28 February 2024.

³ Forecast based on YTD 2022 season ginning volume and outstanding contracts with growers.

⁴ Australian cotton production: ABARES – Sept 2022.

⁵ Compared to previous comparable volume seasons (FY2018 and FY2019).

⁶ EBITDA is a non-IFRS and unaudited measure defined as earnings before interest, tax, depreciation, and amortisation including share of profit from associates and joint ventures and excluding impairment charges.

⁷ Forecast EBITDA based on FY2023 earnings to 31 August 2022 from management accounts, forecast financials for the remainder of FY2023 and estimated unrealised earnings for cottonseed marketing.

⁸ Climate Update Driver - BOM 13 September 2022: 'La Niña underway in the tropic Pacific'

⁹ ABARES 2023 season forecast is 5.0 million bales (September 2022) and Cotton Compass 2023 season forecast is 6.0 million bales (August 2022).

¹⁰ Based on ~22% share of forecast Australian cotton production for the 2023 season (Namoi Cotton's 5 year average share of Australian cotton production).

NAMOI COTTON LIMITED (ASX: NAM)
NOTICE OF CANCELLATION EXTRAORDINARY GENERAL MEETING

We refer to the extraordinary general meeting (**‘EGM’**) of Namoi Cotton Limited (**‘Namoi Cotton’** or the **‘Company’**) that is scheduled for Wednesday 5 October 2022. The EGM was requisitioned by STAM¹ in accordance with section 249D of the Corporations Act (**Requisition Notice**), to consider the appointment of a director nominated by STAM.

The Company advises that it has received notice from STAM withdrawing the Requisition Notice. Accordingly, the Company advises that the Board of Directors has resolved to cancel the EGM.

The Company stated, as announced on 11 August 2022 in response to the Requisition Notice, that it was in the interest of all shareholders to better understand STAM’s alternate strategic plans for the Company prior to appointing a director nominated by STAM.

Namoi Cotton announces, following constructive and positive discussions between the Company and STAM and considering its duties and responsibility to all shareholders and stakeholders:

- STAM confirms its support for the Company’s strategy and the Entitlement Offer to raise approximately \$14.1 million, that the Company announced today.² STAM will participate in the Entitlement Offer and will sub-underwrite³ the Entitlement Offer (equally with LDC⁴).
- Namoi Cotton will appoint STAM’s nominee, Mr James Davies, as a director of the Company effective from 7 November 2022 following the completion of the underwritten renounceable pro-rata entitlement offer (**‘Entitlement Offer’**) that the Company announced today.

This announcement was approved and authorised for release by the Board.

For further information, please contact:

Namoi Cotton Limited
John Stevenson
Chief Executive Officer
(07) 4631 6100

Forward-looking statements

This announcement contains certain forward-looking statements. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. The forward-looking statements reflect views and assumptions with respect to future events as at the date of this announcement. However, they are not a guarantee of future performance. They involve known and unknown risks, uncertainties, assumptions, contingencies and other factors which are, in many instances, beyond the control of Namoi Cotton and may involve significant elements of subjective judgement and assumptions as to future events that may or may not be correct. There can be no assurance that actual outcomes will not differ materially from any forward-looking statements. Except as required by applicable laws, Namoi Cotton does not undertake to publicly update or revise the forward-looking statements or other statements in this announcement, whether as a result of new information or future events or circumstances.

¹ STAM - Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Fund in relation to participation in the Entitlement Offer and as trustee for Samuel Terry Absolute Return Active Fund in relation to the sub-underwriting. STAM currently has a 20.5% interest in Namoi Cotton

² Further information in relation to Entitlement Offer can be found in the investor presentation titled 'Capital Raising – Renounceable entitlement (rights) offer' that has been released on the ASX today.

³ Further information in relation to the sub-underwriting by STAM and LDC can be found in the investor presentation titled 'Capital Raising – Renounceable entitlement (rights) offer' that has been released on the ASX today.

⁴ LDC - Louis Dreyfus Company Asia Pte. Ltd. LDC currently has 11.4% interest in Namoi Cotton. (LDC has joint ventures with Namoi Cotton in cotton logistics and marketing).