

NAOS Absolute
Opportunities
Company Limited

ABN: 49 169 448 837

SHARE PURCHASE PLAN

CHAIRMAN'S LETTER

16 February 2017

DEAR SHAREHOLDER,

On behalf of the Board of NAOS Absolute Opportunities Company Limited (**Company**, or **NAC**), it gives me great pleasure to offer you the opportunity to participate in the Company's Share Purchase Plan (**SPP**).

The SPP provides you with the opportunity to acquire up to \$15,000 worth of ordinary, fully paid NAC shares (**Shares**) without paying any brokerage costs, commissions or other transaction costs. The SPP will be offered to existing shareholders at the fixed price of \$1.12 (**Issue Price**).

Shareholders will be entitled to the fully franked dividend of 2.5 cents per Share, which will be paid on 28 April 2017, on all Shares, including Shares issued under the SPP. This equates to an annualised historical yield of 4.46% fully franked or 5.88% gross.

The issue price was also the price at which the Company successfully placed 6,242,598 new fully paid ordinary shares in the Company to professional and wholesale investors on 15 February 2017 (**Placement**). Shares will be issued under the Placement on 22 February 2017, raising a total of \$6,991,710.

USE OF THE ADDITIONAL CAPITAL

The Company intends to use the funds raised from the Placement and SPP to continue with its proven investment strategy of providing investors with positive absolute returns via exposure to generally mid-cap investments mainly listed in Australia, whilst focusing on the preservation of shareholders' capital. This strategy has returned +23.29% p.a. since inception to 31 December 2016.

The Directors believe that a number of excellent long-term mid-cap opportunities exist in the marketplace, and will use the funds raised to invest in undervalued mid-cap companies to take advantage of these opportunities.

The Company's investment strategy also has the advantage of being able to invest not only in undervalued companies, but also to short sell companies that the investment team believe to be over-valued on a long-term investment horizon; and the additional funds will assist in providing the liquidity to capitalise on positions that we believe to be over-valued.

BENEFITS TO ALL SHAREHOLDERS

The Directors believe that the Placement and SPP are effective methods to grow the Company, and will deliver benefits for all Shareholders through improved liquidity, and increasing the market profile of the Company, which will improve the prospect of broker and research coverage and continue to gain interest from financial planners.

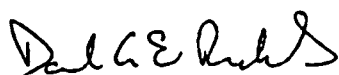
HOW TO PARTICIPATE IN THE SPP

The SPP opens at 9.00 am (Sydney time) on Monday, 20 February 2017. If you are an eligible Shareholder and wish to participate in the Offer, you may apply for Shares in the amount of A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,000 or A\$15,000 at an issue price of \$1.12 per Share. Refer to the SPP application form (**Application Form**) for the numbers of Shares applicable for each investment value.

If you have any questions in relation to the SPP, please call NAOS Asset Management Limited on +61 (2) 9002 1576.

On behalf of the Board of NAOS Absolute Opportunities Company Limited, I thank you for your continued support.

Yours sincerely,



David Rickards
Chairman

SUMMARY OF THE SPP OFFER

1. THE SPP

The SPP provides eligible Shareholders in the company (**Shareholders**) with an opportunity to acquire Shares (subject to any scale-back at the Company's absolute discretion), without paying any brokerage fees, commissions or other transaction costs, at the Issue Price for a total application price not exceeding \$15,000.

2. ELIGIBLE SHAREHOLDER

An eligible Shareholder who may participate in the SPP is a registered holder of Shares at 7.00 pm (Sydney time) on 15 February 2017 (**Record Date**) with a registered address on the register in Australia or New Zealand. Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, or acting for the account or benefit of a person in the United States, are not entitled to participate in the SPP on behalf of those persons.

The Company will not issue new Shares to an applicant if those Shares, either alone or in conjunction with the issue of Shares under other applications received by the Company, would contravene any law or the ASX Listing Rules.

3. TREATMENT OF CUSTODIANS, TRUSTEES AND NOMINEES

Please refer to Section 1(g) in the **attached** SPP Terms and Conditions (**SPP Terms and Conditions**) for information on eligibility for custodian, trustee and nominee Shareholders.

4. KEY DATES

EVENT	DATE
Record Date	7.00 pm (Sydney time) 15 February 2017
SPP offer opens	9.00 am (Sydney time) 20 February 2017
SPP offer closes	5.00 pm (Sydney time) 20 March 2017
Issue date	27 March 2017
Dispatch of holding statements	27 March 2017
New Shares commence trading on ASX	29 March 2017

This timetable is indicative only, and subject to change. The Company reserves the right to alter the above dates at its discretion and without notice to you, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**).

5. MAXIMUM INVESTMENT

You may apply for Shares under the SPP up to a maximum subscription amount of \$15,000 at the Issue Price. You may apply to acquire Shares worth A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,000 or A\$15,000. The Company has the absolute discretion to scale back applications. Should this happen, the balance of any application monies, that are not applied to acquire new Shares under the SPP, will be refunded to you, without interest except where the amount is less than \$10 in which instance it will be retained by the Company or donated to charity.

6. ISSUE PRICE

The Issue Price is \$1.12 per new Share, which was the issue price under the Placement and represents a discount of 1.75% to the closing Share price on 13 February 2017 and a 1.75% discount to the 30-day volume weighted average price.

7. RANKING OF SPP SHARES

New Shares issued as part of the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the date of issue.

8. COSTS

No brokerage, commissions or other transaction costs are payable by eligible Shareholders in relation to the application for, and the issue of, Shares under the SPP.

9. SPP PARTICIPATION

Participation in the SPP is optional. If you do not wish to participate in the SPP, no action is required on your part. The offer under the SPP is non-renounceable. This means you cannot transfer your right to purchase Shares under the SPP to anyone else.

10. REFUNDS

Refunds pursuant to the SPP may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made. If a refund is made, payment will be made either by direct deposit to a bank account or by cheque, according to your instructions held by the Company's registry, Boardroom Pty Limited, at the time the payment is made. You can change your payment instructions by calling Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Refunds will be made as soon as practical after the SPP closes.

11. HOW TO APPLY

Option 1: Pay by BPAY®

You can make a payment by BPAY®. To do this, you must use the Reference Number shown on the Application Form. If you make your payment by BPAY® you do not need to return your Application Form. You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it; or change the amount of Shares you have applied for.

Option 2: Use the enclosed Application Form

You can complete the Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Application Form. Cheques, bank drafts and money orders should be made payable to "NAOS Absolute Opportunities Company Limited" and crossed "Not Negotiable".

Payments must be made in Australian dollars.

Application Forms together with application monies equal to the number of Shares you wish to acquire should be submitted in the reply paid envelope enclosed to:

MAILING ADDRESS

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS

Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

All payments and applications must be received no later than 5.00 pm (Sydney time) on 20 March 2017.

SPP TERMS AND CONDITIONS

Important Notice

The Offer to purchase Shares under the SPP is not a recommendation to acquire Shares. If you are in any doubt about the SPP, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives). Nothing in these terms and conditions (**SPP Terms and Conditions**), the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP. If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form with a cheque, bank draft or money order, you are accepting the risk that the market price of the Shares may change. This means it is possible that, between the time you make your application and up to or after the issue date, you may be able to buy Shares at a lower price than the Issue Price. No cooling-off regime applies in relation to the acquisition of Shares under the SPP.

1. ELIGIBLE SHAREHOLDERS

- (a) Subject to clauses 1(c) to 1(j), all persons registered as holders of fully paid ordinary Shares in the Company at 7.00 pm (Sydney time) on 15 February 2017 (**Record Date**), whose registered address in the register is in Australia or New Zealand may participate in the SPP (**Eligible Shareholders**). The Company has determined that it is not practical for holders of Shares with registered addresses in other jurisdictions to participate in the SPP.
- (b) Directors, officers and employees of the Company, who hold Shares, may be Eligible Shareholders.
- (c) Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, or are acting for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons. A trustee, nominee or custodian must not participate in the SPP on behalf of, nor distribute this document or any other document relating to the SPP to, any person in the United States. The Shares to be issued under this SPP have not been and will not be registered under the *United States Securities Act of 1933*, as amended (**U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders entitled to participate in the SPP.
- (d) In accordance with relevant New Zealand securities law, a person who on the Record Date was registered as a holder of Shares with a New Zealand address but who, at the time of this offer, no longer holds Shares is not eligible to participate in the SPP.
- (e) To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any application complies with all applicable foreign laws. You must not distribute any documents relating to the SPP to any person in the United States. Consistent with the representations, warranties and acknowledgements contained in clause 3 and the Application Form included with these SPP Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.
- (f) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 3(a)(v) by one joint holder will be effective in respect of the other joint holder(s).
- (g) If you are a custodian (as defined in Australian Securities and Investments Commission (**ASIC**) Class Order CO 09/425), you may apply for Shares with a total subscription price of up to A\$15,000 for each beneficiary subject to you annexing to your Application Form a certificate addressed to the Company with the following information:
 - (i) confirmation of either or both of the following:
 - (A) that you hold Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not custodians; or
 - (B) that another custodian (**downstream custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **participating beneficiary**), and you hold the Shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;
 - (ii) confirmation that each participating beneficiary has subsequently instructed the following persons:
 - (A) where paragraph 1(g)(i)(A) above applies – you; or
 - (B) where paragraph 1(g)(i)(B) above applies – the downstream custodian, to apply for Shares on their behalf under the SPP;
 - (iii) the number of participating beneficiaries and their names and addresses;

SPP TERMS AND CONDITIONS

Continued

- (iv) in respect of each participating beneficiary:
 - (A) where paragraph 1(g)(i)(A) above applies – the number of Shares that you hold on their behalf; or
 - (B) where paragraph 1(g)(i)(B) above applies – the number of Shares to which the beneficial interests relate;
 - (v) in respect of each participating beneficiary:
 - (A) where paragraph 1(g)(i)(A) above applies – the number or the dollar amount of Shares they have instructed you to apply for on their behalf; or
 - (B) where paragraph 1(g)(i)(B) above applies – the number or the dollar amount of Shares they have instructed the downstream custodian to apply for on their behalf;
 - (vi) confirming that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds A\$15,000:
 - (A) the Shares applied for by you under the SPP in accordance with the instructions referred to in 1(g)(v) above; and
 - (B) any other Shares issued to you in the 12 months before the application as a result of an instruction given by them to you or the downstream custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
 - (vii) confirmation that a copy of these SPP Terms and Conditions was given to each participating beneficiary; and
 - (viii) where paragraph 1(g)(i)(B) above applies – the name and address of each custodian who holds beneficial interests in Shares held by you in relation to each participating beneficiary, **(Custodian Certificate)**.
 - (h) If you hold Shares as a trustee or nominee for another person, but are not a custodian as defined in ASIC Class Order CO 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules in clause 2(b) apply.
 - (i) Custodians wishing to participate on behalf of a beneficiary or beneficiaries must provide the certifications required by ASIC Class Order CO 09/425 and should contact the registry on the Offer Information Line to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
 - (j) If you are an Eligible Shareholder, your rights under this Offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.
- ## 2. APPLYING FOR SHARES
- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of Shares with a dollar amount of A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,000 or A\$15,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and:
 - (i) make payment by BPAY® equivalent to the dollar amount of the parcel of Shares you wish to apply for (including providing the unique identification number provided to you for the purposes of the SPP only) **(Electronic Application)**; or
 - (ii) complete the Application Form and provide a cheque, bank draft or money order made payable to “NAOS Absolute Opportunities Company Limited” and crossed “Not Negotiable”. Payments must be made in Australian dollars. Please ensure that sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Submit your **(Written Application)**, so that it is received by the registry by 5.00 pm (Sydney time) on 20 March 2017 **(Closing Date)**. Payments must be in Australian dollars.
- If the Company receives an amount that is not equal to A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,000 or A\$15,000, the Company will round down the dollar amount of Shares that you are applying for to the next lowest parcel. If the Company receives less than A\$2,500, the Company may reject your application and refund your application monies that are not used to purchase Shares, without interest, as soon as practicable following the issue of Shares.
- If you make an Electronic Application, in applying for Shares, you represent to the Company that the total of the application price for the following does not exceed A\$15,000:
- (iii) the Shares the subject of the application;
 - (iv) any other shares in the class applied for under the SPP or any shares in the class issued under a similar arrangement in the 12 months before the application;
 - (v) any other shares in the class which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (vi) any other shares in the class issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares, noting that the Company has not conducted a similar arrangement in the preceding 12 months.
- (b) Eligible Shareholders who receive more than one Offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for Shares but may not apply for Shares with an aggregate dollar amount of more than A\$15,000.
 - (c) The Company may accept or reject your application for Shares at its discretion. Without limiting this discretion, the Company may reject your application in the following circumstances (among others):
 - (i) your Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
 - (ii) you have applied for Shares with a total application price of less than A\$2,500;
 - (iii) your cheque is dishonoured or the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of Shares you have applied for;
 - (iv) your BPAY® payment is incomplete or invalid;
 - (v) it appears that you are applying to acquire Shares with an aggregate application price in excess of A\$15,000;
 - (vi) you are a custodian and you have not provided the required Custodian Certificate;
 - (vii) your Application Form or BPAY® payment is received after the Closing Date. Late payments will be refunded, without interest, as soon as practicable following the issue of Shares; or
 - (viii) the Company believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX Limited **(ASX)** requirements).
 - (d) References in this document to \$ or A\$ should be read as Australian dollars.

SPP TERMS AND CONDITIONS

Continued

3. EFFECT OF MAKING AN APPLICATION

- (a) If you make an Electronic Application or Written Application, by making that Electronic Application or Written Application:
- (i) you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;
 - (ii) you acknowledge that you are an Eligible Shareholder using the unique identifier provided to you for purposes of the SPP only;
 - (iii) you irrevocably and unconditionally agree to these SPP Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
 - (iv) you acknowledge that your application is irrevocable and unconditional and cannot be varied;
 - (v) you certify that the total of the application price for the following does not exceed A\$15,000:
 - (A) the Shares the subject of your application;
 - (B) any other shares in the class you applied for under the SPP or any shares in the class issued under a similar arrangement in the 12 months before the application;
 - (C) any other shares in the class which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (D) any other shares in the class issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares.
 - (vi) you, and each person for whose account or benefit you are acting, are not in the United States and you are not acting for the account or benefit of a person in the United States;
 - (vii) you acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Shares may not be offered, sold or resold in the United States;
 - (viii) you represent that you have not sent, and you agree that you will not send, any materials relating to the SPP to any person in the United States; or to any person acting for the account or benefit of a person in the United States;
 - (ix) you accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Company register;
 - (x) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment that is dishonoured;
 - (xi) you acknowledge that no interest will be paid on any application monies held pending the issue of the Shares or subsequently returned to you for any reason;
 - (xii) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or the registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP; and
 - (xiii) you acknowledge that the Company is not liable for any exercise of its discretions referred to in these SPP Terms and Conditions.
- (b) In addition, if you make a Written Application, by making that Written Application:
- (i) you authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail; and
 - (ii) you acknowledge that the Company may determine that your Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective.

4. PRICE OF SHARES UNDER THE SPP

- (a) The Issue Price is \$1.12 per new Share, which was the issue price under the Placement and represents a discount of 1.75% to the closing Share price on 13 February 2017 and a 1.75% discount to the 30-day volume weighted average price.
- (b) You agree to pay the Issue Price per Share for the number of Shares calculated under clause 2(a) or, if there is a Scale-back (as defined below), the number of Shares calculated under clause 6.
- (c) You acknowledge the risk that the market price of Shares may change (i.e. rise or fall) between the date of this Offer and the date the Shares are issued to you under the SPP (**Issue Date**) which may mean that the Issue Price you pay for the Shares may exceed or be less than the market price of the Shares on the Issue Date.

5. RANKING OF SHARES

Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

6. CAP AND SCALE-BACK

- (a) The Company intends to raise \$9,900,000 under the SPP. Should total demand exceed \$9,900,000 the Company reserves the right to scale back applications in its absolute and sole discretion.
- (b) Without limiting clause 6(a), the Company may in its absolute discretion allocate to you less than the number of Shares you have applied for (**Scale-back**). If there is a Scale-back, the Company may in its absolute discretion determine to apply the Scale-back to the extent and in the manner that it sees fit.
- (c) If there is a Scale-back, you may receive less than the parcel of Shares for which you applied. If a Scale-back produces a fractional number of Shares when applied to your parcel, the number of new Shares you will be allocated will be rounded down to the nearest whole number of new Shares.
- (d) In the event of a Scale-back, the difference between the application monies received, and the number of new Shares allocated to you multiplied by the Issue Price, will be refunded to you in the same manner as your Company dividends are paid to you.

SPP TERMS AND CONDITIONS

Continued

7. COSTS OF PARTICIPATION

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, Shares under the SPP.

8. BROKER STAMPING FEE

The Company will pay a broker stamping fee (**Broker Fee**) to market participants of the ASX (**Brokers**) equal to 1.33% (plus GST) of the application amount of SPP Shares, to Brokers who submit a valid claim for a Broker Fee on successful applications for SPP Shares, capped at a maximum Broker Fee of \$200.

The Broker Fee will be payable to any Broker who submits to the Registry the Registry's broker fee claim form (**Claim Form**) validly completed by no later than 5.00 pm (Sydney time) on the day which is five business days after the Closing Date of the SPP Offer. Claim forms may be obtained from the Registry by contacting Boardroom on 1300 737 760.

9. TIMETABLE

EVENT	DATE
Record Date	7.00 pm (Sydney time) 15 February 2017
SPP offer opens	9.00 am (Sydney time) 20 February 2017
SPP offer closes	5.00 pm (Sydney time) 20 March 2017
Issue date	27 March 2017
Dispatch of holding statements	27 March 2017
New Shares commence trading on ASX	29 March 2017

The Company may vary any of the above dates at its discretion (even if the Offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with the ASX.

10. COMPLIANCE

The Offer of Shares under the SPP is made in accordance with the requirements of ASIC Class Order CO 09/425 (as amended) and the *Securities Act (Overseas Companies) Exemption Notice 2013*.

11. DISPUTE RESOLUTION

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

12. WAIVER, AMENDMENT, SUSPENSION AND WITHDRAWAL

The Company may, at its discretion, waive compliance with any provision of these SPP Terms and Conditions, amend or vary these SPP Terms and Conditions, or suspend or withdraw the Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company does not notify you of the event.

13. NO UNDERWRITING

The SPP will not be underwritten.

14. GOVERNING LAW

These SPP Terms and Conditions are governed by the laws in force in New South Wales, Australia.

15. PRIVACY POLICY

- (a) Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. This information must continue to be included in the public register if you cease to be a Shareholder. The *Privacy Amendment (Private Sector) Act 2000* (Cth) does not alter these statutory obligations.
- (b) The Company and Boardroom Pty Limited may collect personal information to process your application and implement the SPP, and to administer your shareholding.
- (c) The personal information contained on the Company register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (d) The personal information we collect may include your name, address, other contact details, bank account details and details of your Company shareholdings.

- (e) Shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact Boardroom Pty Limited by email at corporateactions@boardroomlimited.com.au in the first instance if they wish to request access to that personal information. Reasons will be given if access is denied.
- (f) Your personal information may be disclosed to joint investors, the registry, to securities brokers, to third party service providers (including print and mail service providers, technology providers, and professional advisers), to related entities of the Company and each of their agents and contractors, and to the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom we will disclose your personal information may be located overseas.
- (g) The main consequence of not providing the personal information outlined in clauses 15(a) to 15(d) above would be that the Company may be hindered in, or prevented from, processing your application, and from conducting and implementing the SPP.
- (h) Boardroom Pty Limited's privacy policy is available on its website: www.boardroomlimited.com.au.

16. OTHER TERMS AND CONDITIONS

Shareholders will be bound by the constitution of the Company and these SPP Terms and Conditions by accepting the Offer to acquire Shares under the SPP.

CORPORATE DIRECTORY

Directors

David Rickards (*Independent Chairman*)

Warwick Evans (*Director*)

Sebastian Evans (*Director*)

Company Secretary

Sebastian Evans

Principal Registered Office in Australia

Level 34, MLC Centre

19 Martin Place

Sydney NSW 2000

T (02) 9002 1576

F (02) 8215 0037

Investment Manager

NAOS Asset Management Limited

(Australian Financial Services Licence

Number: 273529)

Level 34, MLC Centre

19 Martin Place

Sydney NSW 2000

Telephone: (02) 9002 1576

Facsimile: (02) 8215 0037

Security Exchange Listings

NAOS Absolute Opportunities Company
Limited Shares are listed on the Australian
Securities Exchange (ASX).

Website Address

[naos.com.au/naos-absolute-
opportunities-company-limited/](http://naos.com.au/naos-absolute-opportunities-company-limited/)

Share Registry

Boardroom Pty Limited

Level 12, 225 George Street

Sydney NSW 2000

Telephone: (Australia) 1300 737 760

(Overseas) +61 2 9290 9600

Share Purchase Plan – Application Form

Record Date: 7pm (Sydney Time) 15 February 2017

Opening Date: 9.00am (Sydney Time) 20 February 2017

Closing Date: 5pm (Sydney Time) 20 March 2017

Issue Price \$1.12 per share
(Refer to the Terms and Conditions for further details on the Issue Price)

[Barcode](#)

A Offer Details

This is an important document which requires your immediate attention. If you are in doubt as to how to deal with this document please contact your professional adviser.

Before applying for shares in NAOS Absolute Opportunities Company Limited (NAOS) (**New Shares**) under the Share Purchase Plan (**SPP**) you should read the SPP Terms and Conditions and the Declarations and Acknowledgments on the back of this Application Form. Terms not defined in this Application Form have the same meaning as in the SPP Terms and Conditions. By making a BPAY payment or completing and returning this Application Form with a cheque or money order, you agree to be bound by the constitution of NAOS Absolute Opportunities Company Limited and the SPP Terms and Conditions (including the eligibility requirements) and you make all of the acknowledgments, representations, declarations and certifications contained in the SPP Terms and Conditions.

This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. Please see over.

If you do not wish to purchase New Shares under the SPP, there is no need to take any action.

B Offer Choice

Indicate your choice below by marking one box only. The number of New Shares to be issued is calculated by dividing your application amount by the Issue Price with fractions of a share rounded down.

☐

A\$15,000
13,392 Shares

☐

A\$12,000
10,714 Shares

☐

A\$10,000
8,928 Shares

☐

A\$7,500
6,696 Shares

☐

A\$5,000
4,464 Shares

☐

A\$2,500
2,232 Shares

IMPORTANT NOTE: The total allowable application is A\$15,000 per shareholder. By making an application for New Shares under the SPP, you certify that your application amount under the SPP does not exceed A\$15,000. Any amounts over the A\$15,000 total risk a delay in processing and missing this offer.

C Payment Details

Payment may only be made by BPAY, cheque or money order. Cash will not be accepted via the mail or at the NAOS Share Registry. Payments cannot be made at any bank.

The amount of your payment received by BPAY, cheque or money order prior to the close, divided by the Issue Price, will be deemed to be the total number of New Shares you are applying for.

Payment Option 1 - BPAY



Biller Code:
Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution;
- If paying by BPAY you do not need to return the Application Form, but will be deemed to have submitted an Application Form.

Payment Option 2 - Cheque

Record cheque details below:

Drawer	Cheque No.	BSB No.	Account No.	Amount A\$

- Only cheques or money orders in Australian dollars and drawn on a bank or financial institution in Australia will be accepted;
- Your cheque or money order must be made payable to "NAOS Absolute Opportunities Company Limited" and crossed "Not Negotiable";
- Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected;
- Payments must be made via cheque or money order accompanying the Application Form.

D Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

E Custodians

Custodians cannot use this form to apply for multiple parcels of shares on behalf of distinct beneficiaries. To do so please contact Boardroom Pty Limited as below. To apply for New Shares on behalf of distinct beneficiaries, custodians must obtain a separate custodian certificate from Boardroom Pty Limited. Custodians must comply with the requirements of ASIC Class Order CO 09/425 and provide evidence satisfactory to NAOS of the distinct holdings when accepting the offer. Each beneficial holder on whose behalf a custodian submits an application must be named in the custodian certificate and must have a registered address in either Australia or New Zealand at 7.00pm (Sydney time) on the Record Date.

F Enquiries

If unsure how to complete this form please contact the NAOS Shareholder Information Line on 1300 737 760 or +612 9290 9600 if outside Australia.

G Declarations and Acknowledgments

By lodging this form with your cheque, money order or BPAY payment you acknowledge and confirm that you have read, understood and agree to and make all representations contained in the SPP Terms and Conditions. That is, by lodging this form with your cheque, money order or BPAY payment you represent that the total application price for the following does not exceed \$15,000:

- the New Shares you are applying for;
- any other New Shares or interests you are applying for under this SPP, or NAOS Shares or interests in the class issued that you acquired under a similar arrangement in the 12 months before this application;
- any other New Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
- any other NAOS Shares or interests in the class of shares issued to a custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the custodian or another custodian, and which resulted in you holding a beneficial interest in the NAOS Shares or interests in the class.

Any personal information collected by NAOS on this application form will be dealt with in accordance with applicable privacy requirements.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

**Application Forms and cheques, money orders or payment via BPAY
must be received no later than 5pm (Sydney Time) on 20 March 2017.**

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

MAILING ADDRESS

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS

Boardroom Pty Limited
Level 12, 225 George Street
SYDNEY NSW 2000