



25 June 2014

The Manager  
Company Announcements  
ASX Limited  
Level 4, Bridge Street  
SYDNEY NSW 2000

**Reference: 2014 Notice of Annual General Meeting - Namoi Cotton Co-operative Ltd**

Please find attached Namoi Cotton Co-operative Ltd's 2014 Notice of Annual General Meeting and Proxy Forms.

Kind Regards

Bailey Garcha  
**Company Secretary**



**NAMOI COTTON CO-OPERATIVE LTD**  
**ARBN 010 485 588**  
**AFSL 267863**  
**NOTICE OF MEETINGS FOR 2014**

**Please Note the Namoi Cotton Annual Report is available online at [www.namoicotton.com.au](http://www.namoicotton.com.au)**

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Notice is given that the meetings listed below will be held at 10am on Tuesday 29 July 2014:

- Namoi Capital Stockholders Meeting; and
- Members Annual General Meeting.

Both meetings will be held at the Wee Waa Bowling Club, Alma Street, Wee Waa, NSW.

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**NAMOI CAPITAL STOCKHOLDERS MEETING - 2014**

**BUSINESS**

**Item 1 - Remuneration of Non-Grower Directors**

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

*"That, the annual remuneration of Non-Grower Directors (pro-rata in the case of periods of less than a year) be as follows:*

- (a) *\$45,000 per annum for each Non-Grower Director;*
- (b) *Chairman of a Board Committee - \$7,500 per annum (in addition to the remuneration set out in paragraph (a) above);*
- (c) *Members of a Board Committee - \$2,500 per annum (in addition to the remuneration set out in paragraph (a) above);*  
*and*
- (d) *Any Non-Grower Directors serving two terms are entitled to a retirement benefit equivalent to two year's remuneration based on their remuneration for the last year of service.*

Namoi Cotton will disregard any votes cast on this resolution by:

- a director of Namoi Cotton; and
- an associate of a director,

unless the vote is cast by a person as proxy for a person entitled to vote, in accordance with the directions on the proxy form or unless the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The annual remuneration has remained unchanged since July 2005.

**Item 2 - Other business**

To transact any other special business that may be brought forward in accordance with the Namoi Cotton Rules.

Please note there are no Non-Grower Director vacancies for the 2014 Annual General Meeting.

## NAMOI CAPITAL STOCKHOLDERS WHO ARE ENTITLED TO VOTE

Persons holding Namoi Capital Stock at 10am (New South Wales time) on Sunday 27 July 2014 will be treated as Namoi Capital Stockholders for the purposes of this meeting.

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## ANNUAL GENERAL MEETING OF GROWER MEMBERS - 2014

### BUSINESS

#### Item 1 - Minutes of Annual General Meeting

To confirm the minutes of the last year's Annual General Meeting held on Tuesday 30 July 2013.

#### Item 2 - Financial Report

To receive and consider the Financial Report, including the reports of the Directors and Auditors, for the year ended 28 February 2014.

#### Item 3 - Election of Grower Director – Stuart Boydell

To consider and, if thought fit, to pass the following ordinary resolutions:

*"Mr Stuart Boydell", a Grower Director retiring from office by rotation in accordance with Namoi Cotton Rules, being eligible, be re-elected as a Grower Director of Namoi Cotton in accordance with the Namoi Cotton Rules.*

#### Item 4 - Remuneration of Directors

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

*"That, the annual remuneration of Directors (pro-rata in the case of periods of less than a year) be as follows:*

- (a) \$70,000 per annum for the Chairman;*
- (b) \$45,000 per annum for each Non-Grower Director;*
- (c) \$35,000 per annum for each Grower Director;*
- (d) Chairman of a Board Committee - \$7,500 per annum (in addition to the remuneration set out in paragraphs (a)–(c) above);*
- (e) Members of a Board Committee - \$2,500 per annum (in addition to the remuneration set out in paragraphs (a) – (c) above); and*
- (f) Any Non-Grower Director or Grower Director serving two terms is entitled to a retirement benefit equivalent to two year's remuneration based on their remuneration for the last year of service."*

Namoi Cotton will disregard any votes cast on this resolution by:

- a director of Namoi Cotton; and
- an associate of a director,

unless the vote is cast by a person as proxy for a person entitled to vote, in accordance with the directions on the proxy form or unless the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The annual remuneration has remained unchanged since July 2005.

#### Item 5 - Other business

To transact any other special business that may be brought forward in accordance with the Namoi Cotton Rules.

**GROWER MEMBERS WHO ARE ENTITLED TO VOTE**

Persons who are active members in accordance with the Namoi Cotton Rules and holding Grower Shares at 10am (New South Wales time) on Sunday 27 July 2014 will be treated as Grower Members eligible to vote for the purposes of this meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Bailey Garcha', written in a cursive style.

**Bailey Garcha**  
**Company Secretary**  
Dated 23 June 2014

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**NAMOI COTTON CO-OPERATIVE LTD**  
**EXPLANATORY NOTES TO THE 2014 NAMOI CAPITAL STOCKHOLDERS MEETING**

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**GENERAL**

The rights attaching to Namoi Capital Stock are set out in Namoi Cotton Rule 15. Holders of Namoi Capital Stock have the right to attend the Members Annual General Meeting. Namoi Capital Stock, however, does not confer any right to vote at the Members Annual General Meeting.

**ITEM 1 – REMUNERATION OF NON-GROWER DIRECTORS**

Namoi Cotton Rule 15.6 requires the amount and terms of remuneration of Non-Grower Directors to be approved at a Namoi Capital Stockholder Meeting before being submitted to the Members Annual General Meeting for approval by Members. The remuneration for Non-Grower Directors is to remain unchanged from that approved at last years Members Annual General Meeting.

The annual remuneration has remained unchanged since July 2005.

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**NAMOI COTTON CO-OPERATIVE LTD**  
**EXPLANATORY NOTES TO THE 2014 ANNUAL GENERAL MEETING OF GROWER**  
**MEMBERS**

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**ITEM 1 – CONFIRMATION OF MINUTES OF GENERAL MEETING**

Namoi Cotton Rule 39.1 provides that the ordinary business of a Members Annual General Meeting includes the confirmation of the minutes of the last preceding general meeting. Section 214(1) of the Co-operatives National Law requires that the minutes of each general meeting be available for inspection by members.

For this purpose, copies of the minutes of last year's Members Annual General Meeting held on 30 July 2013 are available for inspection during normal office hours at Namoi Cotton's head office in Wee Waa and its Toowoomba office prior to the Members Annual General Meeting. Copies of these minutes are also available for inspection 30 minutes prior to the Members Annual General Meeting. This gives Members the opportunity to review the minutes of the previous general meetings. It is not intended that these minutes will be read at the Members Annual General Meeting.

**ITEM 2 – FINANCIAL REPORT**

To receive and consider the Financial Report, including the reports of the Directors and Auditors, for the year ended 28 February 2014.

**ITEM 3 – ELECTION OF GROWER DIRECTORS**

The Namoi Cotton Rules permit Namoi Cotton to have a maximum of 7 Directors on the Board, with the exception that there must be a majority of Grower Directors at all times. Currently the Board has 3 Non-Grower Directors on the Board: Mr Richard Anderson, Mr Michael Boyce and Mr Robert Green and 4 Grower Directors: Mr Stuart Boydell, Mr Bruce Longworth, Mr Glenn Price and Mr Ben Coulton.

Mr Stuart Boydell, as a Grower Director, has retired in accordance with the Namoi Cotton Rules and offers himself for re-election.

There is one candidate for the one Grower Director position.

For the candidate, their election for the position of Grower Director may be determined by a poll, it is the intention of the Chairman of the meeting to call a poll at the Members Annual General Meeting to determine the election. In that case, in order to be elected, a candidate must receive more votes in favour than against from those present and voting on the resolution, in person or by proxy.

The Board recommends that Members vote for the nomination of Mr Stuart Boydell.

Set out below is further information on the candidate.

**Mr Stuart Boydell, Chairman, Non-Executive Director (current)**

Mr Boydell is currently a director and chairman of the Board of Namoi Cotton and offers himself for re-election. Mr Boydell has grown cotton on "Cooma" near Moree, NSW for over 20 years and is chairman of the remuneration committee and a member of the audit and compliance committee and the marketing and financial risk management committee.

#### ITEM 4 – REMUNERATION OF DIRECTORS

Namoi Cotton Rule 39.1 provides that the ordinary business of a Members Annual General Meeting includes the approval of remuneration of Directors. Namoi Cotton Rule 15.6 requires the amount and terms of remuneration of such Non-Grower Directors to be approved at a Namoi Capital Stockholder meeting before being submitted to the Members Annual General Meeting for election and approval by Members.

The remuneration for Non-Grower Directors and Grower Directors is to remain unchanged from that approved at last year's Annual General Meeting.

- the Non-Grower Director's remuneration is to remain at \$45,000 per annum;
- the Grower Director's remuneration is to remain at \$35,000 per annum;
- the Chairman's remuneration is to remain at \$70,000 per annum;
- the Chairman of Board Committee's remuneration is to remain at \$7,500 per annum;
- the Board Committee Member's remuneration is to remain at \$2,500 per annum; and
- any Non-Grower Director or Grower Director serving two terms is entitled to a retirement benefit equivalent to two year's remuneration based on their remuneration for the last year of service.

The annual remuneration has remained unchanged since July 2005.

\* \* \* \* \*



**Namoi Cotton Co-operative Limited**  
ABN 76 010 485 588

### Lodge your vote:



#### By Mail:

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

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

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

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form - Namoi Capital Stockholders

**For your vote to be effective it must be received by 10.00am (AEST) on Sunday, 27 July 2014.**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the co-operative.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

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

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

### Attending the Meeting

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

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

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

#### Your secure access information is:

**SRN/HIN: I999999999**



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



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

☐

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



I 9999999999

IND

## Proxy Form

Please mark ☒ to indicate your directions

STEP 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a capital unit holder/s of Namoi Cotton Co-operative Limited hereby appoint

☐ the Chairman  
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Namoi Capital Stockholders Meeting of Namoi Cotton Co-operative Limited to be held at the Wee Waa Bowling Club, Alma Street, Wee Waa NSW 2388 on Tuesday, 29 July 2014 at 10.00am (AEST) and at any adjournment of that meeting.

**Important for Item 1:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 1 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 1 of business.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2

### Items of Business

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

1 Remuneration of Directors

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To make sure your vote counts, place only one mark against the Item above, either "For", "Against" or "Abstain".

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

NAM

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Computershare



**Namoi Cotton Co-operative Limited**  
ABN 76 010 485 588

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## Proxy Form - Growers Members

**For your vote to be effective it must be received by 10.00am (AEST) on Sunday, 27 July 2014**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy must be an Active Member of the co-operative.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

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

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

### Attending the Meeting

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

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

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- ☒ Review your securityholding
- ☒ Update your securityholding

#### Your secure access information is:

SRN/HIN: I9999999999



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

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☐

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mark this box and make the  
correction in the space to the left.  
Securityholders sponsored by a  
broker (reference number  
commences with 'X') should advise  
your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark ☒ to indicate your directions

STEP 1

### Appoint a Proxy to Vote on Your Behalf

XX

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

☐ the Chairman  
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Namoi Cotton Co-operative Limited to be held at the Wee Waa Bowling Club, Alma Street, Wee Waa NSW 2388 on Tuesday, 29 July 2014 at 10.00am (AEST) and at any adjournment of that meeting.

**Important for Item 4:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4 of business.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2

### Items of Business

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

- 1 To approve the minutes of the meeting
- 2 To receive and consider the Financial Report
- 3 Election of Stuart Boydell
- 4 Remuneration of Directors

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of items 1, 2 and 3.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date    /    /

NAM

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