

NAOS ABSOLUTE OPPORTUNITIES
COMPANY LIMITED

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11 November 2014

RE: NAOS ABSOLUTE OPPORTUNITIES COMPANY LTD – MANAGEMENT AGREEMENT ADDITIONAL INFORMATION

This statement provides additional information on the management agreement dated 26 August 2014 as amended on 26 September 2014 between the Company and the Manager ("the Management Agreement").

(a) Any provision for variations to the Fees to be agreed between the listing entity and the Manager

There are no specific provisions contained in the Management Agreement that deal with the variation of fees between the Company and the Manager. Any variation of the Management Agreement is dealt with under clause 13.8, which states:

"This agreement may only be altered:

(a) in writing executed by all Parties; and

(b) while the Company is a Listed Company, after complying with all requirements of the ASX Listing Rules and other requirements imposed by ASX from time to time in accordance with the ASX Listing Rules."

(b) The fees or other sums payable to the manager upon termination, and the method of calculating those fees or sums.

There are no specific provisions contained in the Management Agreement that provide for specific sums to be payable to the Manager upon termination of the Management Agreement. However, should the Company terminate the Management Agreement otherwise than in accordance with its terms or without the consent of the Manager, the Company could be exposed to the risk that the Manager may be able to commence proceedings seeking damages from the Company.

(c) Whether the listed entity is precluded from appointing any other entity as a manager to provide services of the kind provided by the Manager.

Under clause 3.1 of the Management Agreement, the Company has appointed the Manager to manage the Portfolio for the Term.

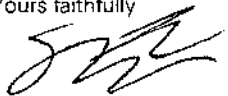
Under clause 11.1 of the Management Agreement, the initial term of the Management Agreement is 10 years from the date the Company is admitted to the Official list of the ASX. Please note the ASX have granted the Company a waiver of listing rule 15.16(b)). The term of the Management Agreement is automatically renewed for subsequent terms of 5 years if not terminated in accordance with the Management Agreement.

Clause 1.1 of the Management Agreement defines Portfolio as follows:

"Portfolio means all monies, investments, additions or borrowings which may from time to time be paid to or received or held by the Company or the Manager or Custodian on behalf of the Company (whether or not pending investment) and any investments for the time being representing them, any income derived from them and any capital accretions to them regardless of how they arise."

In light of the requirements of the Management Agreement, without the consent of the Manager, the Company is precluded from engaging another provider to provide the services of the kind provided by the Manager at any time during the Term of the Management Agreement.

Yours faithfully



Sebastian Evans
Director
NAOS Absolute Opportunities Company Ltd