

Notice under Section 708AA(2)(f) of Corporations Act 2001 (Cth)

Alterra Limited (**Alterra** or **Company**) has announced that it is proposing to dispatch to eligible shareholders an offer document in respect of a non-renounceable entitlement offer (**Entitlement Offer**) to acquire one (1) new ordinary share (**New Share**) for every one (1) share held in the Company on the record date of 17 June 2022 (**Record Date**). The Entitlement Offer will be offered at \$0.014 per New Share to raise up to \$4.9 million (before costs).

The Company is also conducting a placement to raise approximately \$1 million (before costs) under the Company's existing Listing Rule 7.1 and 7.1A placement capacity (**Placement**).

The Company advises that it will offer New Shares for issue to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and states that this notice is given to ASX under paragraph 708AA(2)(f) of the Corporations Act.

Accordingly, Alterra confirms that:

- 1) the Company will offer the New Shares under the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2) this notice is given under section 708AA(2)(f) of the Corporations Act as modified by ASIC Instrument;
- 3) as at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b) section 674 of the Corporations Act;
- 4) as at the date of this notice, there is no excluded information as defined in section 708AA(8) and section 708AA(9) of the Corporations Act which is required to be disclosed by the Company; and
- 5) the potential effect that the issue of the New Shares, under the Entitlement Offer, will have on the control of the Company is as follows:
 - a) if all eligible shareholders take up their entitlements under the Entitlement Offer, the New Shares issued under the Entitlement Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Entitlement Offer;
 - b) in the more likely event that there is a shortfall under the Entitlement Offer, eligible shareholders may apply for oversubscriptions above their entitlements and eligible shareholders who do not subscribe for their full entitlement of New Shares under the Entitlement Offer will be diluted relative to those shareholders who subscribe for some or all of their entitlement and/or apply for shortfall shares;
 - c) any shortfall to the Entitlement Offer remaining after any allocations to eligible shareholders who apply for shortfall shares will be partially underwritten by PenAgri Group Pty Ltd (an entity associated with PenAgri Holdings Pty Ltd, currently a substantial shareholder of the Company holding 17.2% of the current shares on issue) (**Underwriter**) and any other third parties who commit to participating in the shortfall; and
 - d) in the event that there is a shortfall under the Entitlement Offer and no eligible shareholders apply for shortfall shares and the Underwriter's partial underwriting commitment is called upon in full, the Underwriter will rely on item 10 of Section 611 of the Corporations Act to increase its relevant interest in the Company to 38.2% (assuming completion of the Placement).

This announcement has been authorised by the Board of Directors of Alterra.

Further information:

Mark Clements

Non-Executive Chairman and Company Secretary

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About Alterra Limited

Alterra is developer of the Carpenters avocado project located between Manjimup and Pemberton in Western Australia's south-west.

Stage 2 (2021) (7ha) is complete following an initial Stage 1 (5ha) planting in 2020. The Company has optimised the development schedule for Carpenters with the planting of Stage 3 (85ha) due to commence in 2022.

Alterra is also a 15% shareholder in Carbon Conscious Investments Limited, which manages large scale projects registered with the Clean Energy regulator that generate Australian Carbon Credit Units.

Alterra continues to assess horticultural opportunities fitting within strategy.

Visit alterra.com.au for more information.

Forward Looking Statements

This announcement contains forward-looking statements that involve risk and uncertainties. Indications of, and guidelines or outlook on, financial position and returns, performance, targets, timelines, estimates and assumptions in respect of production, prices, operating and other costs, capital expenditures and development timelines are forward looking statements. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions and estimates regarding future events and actions that, while considered reasonable as at the date of this announcement are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the directors and management. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this announcement will actually occur and readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are subject to various risk factors that could cause actual events or results to differ materially from the events or results estimated, expressed or anticipated in these statements.