

NAMOI COTTON LIMITED (ASX: NAM)
NAMOI'S TARGET'S STATEMENT RECOMMENDS ACCEPT OLAM'S TAKEOVER OFFER

Olam Update and Lodgment of the Olam Target's Statement

Namoi Cotton Limited ('Namoi') refers to the Replacement Bidder's Statement dated and released to ASX on 16 May 2024 ('Olam Bidder's Statement') regarding the off-market takeover offer from Olam Agri Australia Pty Ltd ('Olam'), a wholly owned subsidiary of Olam Agri Holdings Limited, to acquire all of the Namoi shares for \$0.70 cash per Namoi share ('Olam Offer').

Namoi will despatch its Olam Target's Statement to Namoi shareholders today which sets out Namoi's formal response to, and important information about, the Olam Offer, including the Independent Directors'¹ unanimous recommendation and the reasons for that recommendation. The Olam Target's Statement also includes the Independent Expert's Supplementary Disclosure prepared by BDO Corporate Finance Ltd ('Independent Expert') in connection with the Olam Offer.

The Independent Directors unanimously recommend that Namoi shareholders **ACCEPT** the Olam Offer (in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Olam Offer is fair and reasonable to Namoi Shareholders).

The reasons for the recommendation include that the:

- Olam Offer price of \$0.70 per share is \$0.03 above the LDC Offer² price per share of \$0.67 per share;³ and
- Independent Expert has concluded the Olam Offer is fair and reasonable as at the date of the Independent Expert's Supplementary Disclosure.

As at the date of the Olam Target's Statement, each Independent Director who holds or controls Namoi shares intends to accept the Olam Offer in relation to those Namoi shares (in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to Namoi Shareholders).

To **ACCEPT** the Olam Offer, Namoi shareholders should follow the instructions set out in Section 10.3 of the Olam Bidder's Statement and on the Acceptance Form (which was sent to Namoi Shareholders together with the Olam Bidder's Statement).

¹ Sarah Scales, Louis Dreyfus Company Asia Pte Ltd's appointed nominee to the Namoi Board, will abstain from making a recommendation to shareholders due to the competing LDC Offer and her association with LDC.

² The 'LDC Offer' being the off-market takeover offer from Louis Dreyfus Company Melbourne Holdings Pty Ltd ('LDC') to acquire all of the remaining Namoi shares which LDC (or its related entities) do not currently own or control for \$0.67 cash per Namoi share as outlined in the replacement bidder's statement dated 7 May 2024.

³ Both the Olam Offer and LDC Offer prices are exclusive of the \$0.01 per share dividend announced on 17 April 2024 with a record date of 24 April 2024 and paid to eligible Namoi shareholders on 10 May 2024. Under both the Olam Offer and the LDC Offer, any other dividends declared by Namoi will reduce the cash consideration under the Olam Offer and the LDC Offer by an equivalent amount per share.

Namoi shareholder considerations

As outlined in the Olam Target's Statement, Namoi shareholders should note that the Independent Directors consider the LDC Offer, in its current form, to be an inferior proposal to the Olam Offer.

However, Namoi shareholders should be aware that if you accept the Olam Offer, while it remains subject to one or more Conditions,⁴ then:

- Olam will not be obliged to acquire your Namoi shares and you will not receive the Olam Offer price, unless and until such Conditions are satisfied or waived; and
- you will be unable to sell your Namoi shares on market or to accept the LDC Offer or any other competing offer that may emerge for your Namoi shares unless and until the Offer closes without becoming or being declared unconditional, or a right to revoke or withdraw your acceptance otherwise arises. You may withdraw your acceptance at any time while the 'FIRB Condition' has not been fulfilled (see Section 10.14(b) of the Olam Bidder's Statement).

Olam Target's Statement

Namoi shareholders will receive a letter at their registered address (or by email for Namoi shareholders who have elected to receive communications electronically) that provides instructions regarding how to access a copy of the Olam Target's Statement.

A copy of the shareholder letter is attached to this announcement.

HOW TO ACCESS THE OLAM TARGET'S STATEMENT	
ONLINE You can view or download through Namoi's website at: www.namoicotton.com.au/takeover/	PAPER Namoi shareholders (if available please have your SRN/HIN ready) can request a copy from the Namoi Shareholder Information Line free of charge: 1300 265 118 (within Australia) +61 3 9415 4151 (from outside Australia) Monday to Friday between 8:30am to 5:00pm (Sydney time) on a business day

Namoi will continue to keep shareholders and the market informed of material developments associated with the Olam Offer and LDC Offer on the:

- ASX website at www.asx.com.au using the code 'NAM'; and
- Namoi's web page www.namoicotton.com.au/takeover/ that includes a link to the recommendation of the Independent Directors of Namoi and links to view and download key documents related to the Olam Offer and the LDC Offer.

Blackpeak Capital is acting as financial advisor to Namoi. KWM is acting as legal advisor to Namoi.

This announcement was approved by the Independent Directors of Namoi.

For further information, please contact:

Namoi Cotton Limited
 Tim Watson
 Executive Chairman
 (07) 4631 6100

⁴ See Section 10.14 of the Olam Bidder's Statement for the Conditions.



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

31 May 2024

Dear Namoi Shareholder

Target’s Statement - Takeover Offer from Olam Agri Australia Pty Ltd

Namoi Cotton Limited (**Namoi**) refers to its previous ASX announcements regarding the off-market takeover offer from Olam Agri Australia Pty Ltd (ACN 677 122 468) (**Olam**) to acquire all of the Namoi Shares on issue (**Olam Offer**).

This letter sets out how you can access Namoi’s Target’s Statement. It is an important document and requires your immediate attention. The Target’s Statement sets out Namoi’s formal response to the Olam Offer.

On 16 May 2024, Olam released its Replacement (and first Supplementary) Bidder’s Statement in relation to the Olam Offer. The Replacement Bidder’s Statement contains the detailed terms of the Olam Offer and has been sent to all Namoi Shareholders with an accompanying personalised acceptance form.

This letter is to inform you that Namoi has now released its Target’s Statement and, in accordance with section 110D of the *Corporations Act 2001* (Cth), to provide instructions as to how you can access it.

The Target’s Statement sets out Namoi’s formal response to, and important information about, the Olam Offer, including the Independent Directors’¹ unanimous recommendation and the reasons for that recommendation.

The Target’s Statement also includes an Independent Expert’s Supplementary Disclosure prepared by BDO Corporate Finance Ltd (**Independent Expert**) in connection with the Olam Offer. The Independent Expert’s conclusion should be read in the context of the full Independent Expert’s Supplementary Disclosure and the full Independent Expert’s Report accompanying the LDC Target’s Statement dated 22 May 2024, the Replacement Bidder’s Statement and the Target’s Statement.

HOW TO ACCESS THE TARGET’S STATEMENT – OLAM OFFER

ONLINE

You can view or download through Namoi’s website at:

www.namoicotton.com.au/takeover/

PAPER

You can request a copy from the Namoi Shareholder Information Line free of charge:

1300 265 118 (within Australia)

+61 3 9415 4151 (from outside Australia)

Monday to Friday between 8:30am to 5:00pm (Sydney time) on a business day

For personal use only



Please note that Namoi will not be sending you a hard copy of the Target's Statement. However, if you request a hard copy of the Target's Statement (see instructions above), it will be mailed to you as follows:

1. if you are a Namoi Shareholder in Australia – by pre-paid ordinary post or by courier; or
2. if you are a Namoi Shareholder outside Australia – by pre-paid airmail post or by courier.

If you are in any doubt as to the contents of this letter or the Target's Statement, please contact your legal, financial or other professional adviser.

I would like to take this opportunity to thank you for your ongoing support as a Namoi Shareholder.

Yours sincerely



Tim Watson
Executive Chairman

¹ Sarah Scales, Louis Dreyfus Company Asia Pte Ltd's (**LDCA's**) appointed nominee to the Namoi Board, will abstain from making a recommendation to shareholders due to the competing off-market takeover offer from Louis Dreyfus Company Melbourne Holdings Pty Ltd (a wholly owned subsidiary of LDCA) and her association with LDCA.

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