

ASX Limited
Market Announcements Office
Exchange Centre
Level 4, 20 Bridge Street
Sydney NSW 2000



20 September 2024

Dear Sir / Madam

Namoi Cotton Limited (ASX: NAM) – off-market takeover offer from Olam Agri Australia Pty Ltd – lodgement of Third Supplementary Target’s Statement

On 31 May 2024, Namoi Cotton Limited (ACN 010 485 588) (**Namoi**) provided to the Australian Securities Exchange (**ASX**), as well as the Australian Securities and Investments Commission (**ASIC**) and Namoi shareholders, a target’s statement in response to the off-market takeover bid by Olam Agri Australia Pty Ltd (ACN 677 122 468) (**Olam**) for all of the fully paid ordinary shares in Namoi (**Olam Offer**). On 11 September 2024, Namoi provided to the ASX, as well as ASIC and Namoi shareholders, a first supplementary target’s statement in respect of the Olam offer. On 12 September 2024, Namoi provided to the ASX, as well as ASIC and Namoi shareholders, a second supplementary target’s statement in respect of the Olam offer.

We attach, as required by section 647(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of Namoi’s third supplementary target’s statement (**Third Supplementary Target’s Statement**) of Namoi in respect of the Olam Offer. The Third Supplementary Target’s Statement has been sent to Olam and lodged with the Australian Securities and Investments Commission today.

In accordance with section 110D of the Corporations Act, the Third Supplementary Target’s Statement will be despatched to Namoi shareholders by the following means:

- (a) Namoi shareholders who have nominated an email address for the purposes of receiving electronic communications from Namoi will receive an email with a communication providing a link to an electronic copy of the Third Supplementary Target’s Statement (unless they have validly elected to receive hard copies of shareholder communications); and
- (b) Namoi shareholders who have not nominated an email address for the purposes of receiving electronic communications from Namoi and Namoi shareholders who have validly elected to receive hard copies of shareholder communications, will receive a letter from Namoi to their registered postal address, which will contain details of a link to an electronic copy of the Third Supplementary Target’s Statement.

Namoi shareholders may also request a hard copy of the Third Supplementary Target’s Statement be sent to them (if in Australia, by pre-paid ordinary post or by courier, or, if outside Australia, by pre-paid airmail post or by courier) by contacting the Namoi Shareholder Information Line on 1300 265 118 (within Australia) or +61 3 9415 4151 (outside Australia) Monday to Friday between 8:30am to 5:00pm (Sydney time) on a business day.

This announcement was approved and authorised for release by the Independent Directors¹ of Namoi.

For further information, please contact:

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

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 Namoi shareholders due to the competing 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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3rd SUPPLEMENTARY TARGET'S STATEMENT OLAM TAKEOVER OFFER



This document is the third supplementary target's statement (**Third Supplementary Target's Statement**) issued by Namoi Cotton Limited (ACN 010 485 588) (**Namoi**) under section 644 of the *Corporations Act 2001* (Cth) in relation to the off-market takeover bid by Olam Agri Australia Pty Ltd (ACN 677 122 468) (**Olam**) to acquire all of the Namoi Shares (**Offer** or **Olam Offer**).

This Third Supplementary Target's Statement supplements, and is to be read together with, Namoi's Target's Statement dated 31 May 2024 in relation to the Offer, Namoi's First Supplementary Target's Statement dated 11 September 2024 and Namoi's Second Supplementary Target's Statement dated 12 September 2024.

A copy of the Target's Statement, the First Supplementary Target's Statement and the Second Supplementary Target's Statement can be obtained from Namoi's website at <https://www.namoicotton.com.au/takeover/>.

If you have any questions in relation to the Olam Offer (or the LDC Takeover Offer) you should seek independent financial and taxation advice and you can contact the Namoi Shareholder Information Line on 1300 265 118 (within Australia) or +61 3 9415 4151 (outside Australia) which is available Monday to Friday, between 8.30am to 5.00pm (Sydney time) on a Business Day.

ACCEPT

THE OLAM OFFER

Your Independent Directors
unanimously recommend that you **ACCEPT** the Offer
from Olam Agri Australia Pty Ltd
(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)

Financial Adviser



Legal Adviser

KING & WOOD
MALLESONS

Unless the context requires otherwise, defined terms in the Target's Statement, the First Supplementary Target's Statement and the Second Supplementary Target's Statement have the same meaning in this Third Supplementary Target's Statement. This Third Supplementary Target's Statement prevails to the extent of any inconsistency with the Target's Statement, the First Supplementary Target's Statement or the Second Supplementary Target's Statement.

A copy of this Third Supplementary Target's Statement was lodged with ASIC today. Neither ASIC nor any of its officers takes any responsibility for the contents of this Third Supplementary Target's Statement. A copy of this Third Supplementary Target's Statement has also been provided to ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this document.

1 Revised Olam Offer

The Independent Directors¹ note that recent developments have since occurred which have resulted in the Independent Directors reconsidering their recommendation in relation to the Offer. These include:

1. On 13 September 2024, Olam issued its fifth supplementary bidder's statement which contained a \$0.05 increase to the Offer Price to \$0.75 per Namoi Share (**Revised Olam Offer Price**). This represents a premium of \$0.08 per Namoi Share (or 11.94%) over the LDC Takeover Offer Price of \$0.67 per Namoi Share and is at the upper end of the Independent Expert's value range for Namoi of \$0.42 to \$0.78 per Namoi Share.
2. On 13 September 2024, The Namoi Board has received the following notifications from two of its largest shareholders:
 - (a) STAM has notified the Namoi Board in writing that it is supportive of the Olam Offer and that it intends to accept the Olam Offer in respect of all the Namoi Shares that it holds as at the date of acceptance in the absence of a superior proposal and subject to the Independent Expert concluding and continuing to conclude that the Olam Offer is fair and reasonable to Namoi Shareholders (and the Independent Expert maintaining this conclusion up to (and including) the date of STAM's acceptance of the revised Olam Takeover Offer); and
 - (b) Harvest Lane Asset Management Pty Ltd (**Harvest Lane**) has notified the Namoi Board in writing that it is supportive of the Olam Offer and that it intends to accept the Olam Offer in respect of all the Namoi Shares that it holds as at the date of acceptance in the absence of a superior offer.

Details of the shareholdings of STAM and Harvest Lane are set out in paragraph 2 of Section 3 below.

3. On 13 September 2024, Olam increased its Relevant Interest in Namoi shares to 16.34%², including as a result of entering into a share purchase agreement with STAM on 13 September 2024 for the acquisition of 7.92% of STAM's interest in Namoi and a share purchase agreement with Harvest Lane on 13 September 2024 for the acquisition of 2.07% of Harvest Lane's interest in Namoi.³
4. Olam has expressed in its fifth supplementary bidder's statement that it is continuing to engage constructively with the ACCC to obtain regulatory approval for the Olam Offer, and that it is confident in its prospects of obtaining this approval. Olam has also confirmed that it has proposed remedies to the ACCC to facilitate approval, including a gin divestment and divestment of Olam's shares in Proclass Pty Ltd, and is awaiting feedback from the ACCC on these proposed remedies.
5. On 12 September 2024, the Independent Expert, BDO Corporate Finance Ltd, issued the Independent Expert's Fourth Supplementary Disclosure which confirmed that:
 - (a) the Independent Expert still estimated the fair market value of the Namoi Shares to be in the range of \$0.42 to \$0.78 per Namoi Share; and
 - (b) because the Offer Price falls within the Independent Expert's valuation range, the Olam Offer is fair and reasonable to Namoi Shareholders as at the date of the Independent Expert's Fourth Supplementary Disclosure (in the absence of a superior offer).

¹ Ms Sarah Scales, LDCA's appointed nominee to the Namoi Board, is abstaining from making a recommendation to Namoi Shareholders due to the competing LDC Takeover Offer and her association with LDCA.

² Also including as a result of other contracts arising as a result of acceptances of the Olam Offer.

³ On 19 September 2024 the Takeovers Panel announced that LDC had made an application for a declaration of unacceptable circumstances in relation to these acquisitions seeking orders including that the acquisitions are either prevented or unwound. As at the date of this Third Supplementary Target's Statement, the Takeovers Panel has not yet determined whether to conduct proceedings.

The Independent Expert's Fourth Supplementary Disclosure is annexed to the Second Supplementary Target's Statement.

6. On 13 September 2024, LDC announced that it had extended the closing date for the LDC Takeover Offer until 7.00pm (Sydney time) on 20 September 2024 (unless further extended).

2 Independent Directors' recommendation

Given the Revised Olam Offer Price and the circumstances outlined above, as well as STAM's and Harvest Lane's support of the revised 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).

As at the date of this Third Supplementary Target's Statement, each Independent Director who holds Namoi Shares also intends to accept the Olam Offer in respect of those Namoi Shares (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 Independent Directors consider the LDC Takeover Offer, in its current form, on balance, to be an inferior proposal to the Olam Offer and recommend that you **TAKE NO ACTION** in relation to the LDC Takeover Offer.

3 Reasons to ACCEPT the Offer

The Independent Directors recommend that Namoi Shareholders **ACCEPT** the revised Olam Offer for the following reasons:

1.	The Olam Offer now values Namoi at a substantial premium to Undisturbed Historic Market Prices and at a material premium in comparison to the LDC Takeover Offer Price
2.	The Olam Offer has support from two of Namoi's largest shareholders, STAM ⁴ and Harvest Lane ⁵
3.	The Revised Olam Offer Price sits at the upper end of the Independent Expert's valuation range
4.	Olam is proposing remedies to the ACCC to obtain regulatory approval for the Olam Offer

1. The Olam Offer now values Namoi at a substantial premium to Undisturbed Historic Market Prices and at a premium in comparison to the LDC Takeover Offer Price, being:
 - (a) a premium of 111.27% over the price of \$0.355 per Namoi Share at the close of trading on 27 November 2023 (being the last day Namoi Shares traded on the ASX before the LDC Group's initial approach to Namoi was announced);
 - (b) a premium of 101.61% over the three-month volume weighted average price of \$0.372 per Namoi Share at the close of trading on 27 November 2023; and
 - (c) a premium of \$0.08 per Namoi Share (or 11.94%) over the LDC Takeover Offer Price of \$0.67 per Namoi Share.

⁴ As at the date of this Third Supplementary Target's Statement, in the absence of a superior proposal and subject to the Independent Expert concluding and continuing to conclude that the Olam Offer is fair and reasonable to Namoi Shareholders.

⁵ As at the date of this Third Supplementary Target's Statement, in the absence of a superior offer.

2. The Namoi Board has received the following notifications from two of its largest shareholders:
 - (a) STAM has notified the Namoi Board in writing⁶ that it is supportive of the Olam Offer and that it intends to accept the Olam Offer in respect of all the Namoi Shares that it holds as at the date of acceptance in the absence of a superior proposal and subject to the Independent Expert concluding and continuing to conclude that the Offer is fair and reasonable to Namoi Shareholders (and the Independent Expert maintaining this conclusion up to (and including) the date of STAM's acceptance of the revised Olam Takeover Offer). As at the date of this Third Supplementary Target's Statement, STAM has a Relevant Interest in 51,322,236 Namoi Shares (representing approximately 25.0% of the Namoi Shares on issue);⁷ and
 - (b) Harvest Lane has notified the Namoi Board in writing⁸ that it is supportive of the Olam Offer and that it intends to accept the Olam Offer in respect of all the Namoi Shares that it holds as at the date of acceptance in the absence of a superior offer. As at the date of this Third Supplementary Target's Statement, Harvest Lane has a Relevant Interest in 10,181,533 Namoi Shares (representing approximately 4.959% of the Namoi Shares on issue).^{9 10}
3. The Revised Olam Offer Price of \$0.75 per Namoi Share sits at the upper end of the Independent Expert's valuation range for the fair market value of Namoi Shares (being \$0.42 to \$0.78 per Namoi Share) set out in the Independent Expert's Fourth Supplementary Disclosure.
4. Olam is continuing to engage constructively with the ACCC to obtain regulatory approval for the Olam Offer, and has indicated in public announcements that it is confident in its prospects of obtaining this approval.

Olam has proposed remedies to the ACCC to facilitate approval, including:

- (a) Divestment of a gin to address ACCC concerns about a loss in competition for the supply of ginning services in the Namoi Valley region, raised by the ACCC in their Statement of Issues released on 20 June 2024.
- (b) Divestment of Olam's shares in Proclass Pty Ltd to address ACCC concerns about a loss in competition for the supply of cotton lint classing services, raised by the ACCC in their Statement of Issues released on 20 June 2024.

The current proposed date for ACCC to make its final decision in relation to the Olam Takeover Offer is 31 October 2024.

Your Independent Directors will advise you if there are any further material developments in relation to the Olam Offer or the LDC Takeover Offer during the Offer Period or the LDC Takeover Offer Period (as applicable).

⁶ See ASX Announcement 'STAM support for off-market takeover from OLAM' released to the ASX on 13 September 2024.

⁷ As noted in Section 1, STAM entered into a share purchase agreement with Olam on 13 September 2024 to sell 7.92% of its interest in Namoi to Olam, which has not yet settled.

⁸ See ASX Announcement 'Harvest Lane support for off-market takeover from OLAM' released to the ASX on 13 September 2024.

⁹ As noted in Section 1, Harvest Lane entered into a share purchase agreement with Olam on 13 September 2024 to sell 2.07% of its interest in Namoi to Olam, which settled on 18 September 2024.

¹⁰ As noted in Section 1, on 19 September 2024 the Takeovers Panel announced that LDC had made an application for a declaration of unacceptable circumstances in relation to the acquisition by Olam of Namoi Shares from STAM and Harvest Lane described in paragraph 3 of Section 1 seeking orders including that the acquisitions are either prevented or unwound. As at the date of this Third Supplementary Target's Statement, the Takeovers Panel has not yet determined whether to conduct proceedings.

Notwithstanding the recommendation of the Independent Directors to **ACCEPT** the Olam Offer, you may hold a different view and believe that the Olam Offer is unlikely to become unconditional and/or that realising certain value for your Namoi Shares by accepting the unconditional LDC Takeover Offer is in your individual best interests and you may choose to accept the LDC Takeover Offer.

4 How to ACCEPT the Olam Offer

To accept the Olam Offer, please follow the instructions set out in section 10.3 of the Bidder's Statement and on the Acceptance Form (which was sent to Namoi Shareholders together with the Bidder's Statement).

As at the last Business Day before this Third Supplementary Target's Statement, the Offer Period has been extended to 7.00pm (Sydney time) on 8 October 2024 (unless further extended or withdrawn). To validly accept the Olam Offer, your acceptance must be received by this time.

You should read this Third Supplementary Target's Statement and the reasons for this recommendation and consult with your investment, financial, taxation or other professional adviser if in doubt about what to do. If you have any other queries in relation to the Olam Offer (or the LDC Takeover Offer), please contact the Namoi Shareholder Information Line on 1300 265 118 or +61 3 9415 4151 (outside Australia) which is available Monday to Friday between 8.30am and 5.00pm (Sydney time) on a Business Day.

5 Additional Information

At section 5.2 of the Target's Statement (Overview of Olam's interest in Namoi), it was noted that Olam's Relevant Interest in Namoi Shares was approximately 0.42%. Following acceptances of the Olam Offer and Olam entering into a share purchase agreement with STAM on 13 September 2024 for the acquisition of 7.92% of STAM's interest in Namoi and a share purchase agreement with Harvest Lane on 13 September 2024 for the acquisition of 2.07% of Harvest Lane's interest in Namoi,¹¹ as at the last Business Day before this Third Supplementary Target's Statement, Olam's Relevant Interest in Namoi Shares is now approximately 16.34%.

6 Other ASX announcements

Since lodging the Second Supplementary Target's Statement on 12 September 2024, the following ASX Announcements have been made on Namoi's ASX platform:

1. "LDC change in substantial holding" released to ASX on 13 September 2024;
2. "Olam Agri Supplementary Bidder's Statement and Variation" released to ASX on 13 September 2024;
3. "STAM support for off-market takeover from OLAM" released to ASX on 13 September 2024;
4. "Update on takeover offers" released to ASX on 13 September 2024;
5. "Harvest Lane support for off-market takeover from OLAM" released to ASX on 13 September 2024;
6. "Olam Agri Change in Substantial Holding" released to ASX on 13 September 2024;
7. "Ceasing to be a substantial holder" released to ASX on 13 September 2024; and
8. "Revised Recommendations of the Independent Directors" released to ASX on 13 September 2024.
9. "Variation of Takeover Bid" released to ASX on 13 September 2024.
10. "TOV: NAM Panel Receives Application" released to ASX on 19 September 2024.

¹¹ On 19 September 2024 the Takeovers Panel announced that LDC had made an application for a declaration of unacceptable circumstances in relation to these acquisitions seeking orders including that the acquisitions are either prevented or unwound. As at the date of this Third Supplementary Target's Statement, the Takeovers Panel has not yet determined whether to conduct proceedings.

7 Consents

BDO has given and has not before the date of this Third Supplementary Target's Statement withdrawn its written consent to be named as the Independent Expert in this Third Supplementary Target's Statement and to the inclusion in this Third Supplementary Target's Statement of the references to the Independent Expert's Fourth Supplementary Disclosure, in each case in the form and context in which they are included.

The following persons have given and have not before the date of this Third Supplementary Target's Statement withdrawn their written consent to be named in this Third Supplementary Target's Statement in the form and context in which they are named:

- (a) Blackpeak Capital Pty Ltd as financial adviser to Namoi;
- (b) King & Wood Mallesons as legal adviser to Namoi;
- (c) Samuel Terry Asset Management Pty Ltd (as trustee for Samuel Terry Absolute Return Group); and
- (d) Harvest Lane Asset Management Pty Ltd.

Each person named above as having given its consent to the inclusion of a statement or to being named in this Third Supplementary Target's Statement has not authorised or caused the issue or preparation of this Third Supplementary Target's Statement and, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Third Supplementary Target's Statement other than the references specified above.

Each Independent Director consents to be named in this Third Supplementary Target's Statement and to the inclusion of statements made by them in this Third Supplementary Target's Statement and has not, before the lodgement of this Third Supplementary Target's Statement with ASIC, withdrawn their written consent to the inclusion of the statements in this Third Supplementary Target's Statement in each case in the form and context in which the statements are included and to all references in this Third Supplementary Target's Statement to those statements in the form and context in which they are included.

8 Authorisation

This Third Supplementary Target's Statement has been approved by a resolution passed by the Independent Directors of Namoi on 19 September 2024.

This Third Supplementary Target's Statement is dated 20 September 2024, which is the date on which it was lodged with ASIC.



Tim Watson
Executive Chairman
Namoi Cotton Limited