

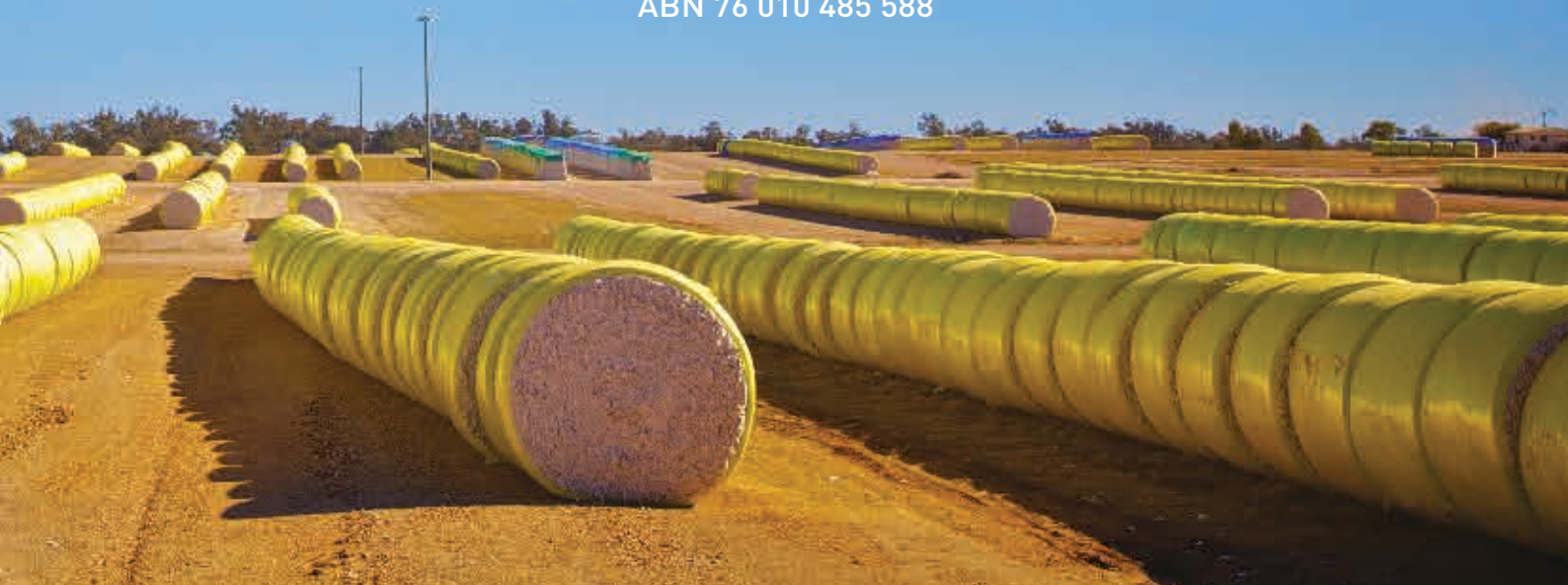
# 2018

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## NAMOI COTTON LIMITED ANNUAL GENERAL MEETING



Namoi Cotton Limited  
ABN 76 010 485 588



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**Notice is given that the 2nd Annual General Meeting of Shareholders of  
Namoi Cotton Limited will be held at the Toowoomba City Golf Club, 254 South St,  
Toowoomba QLD 4350 on 31 July 2018 at 10am.**

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**NAMOI COTTON LIMITED (“Company”)  
ACN 010 485 588  
NOTICE OF GENERAL MEETING FOR 2018 (“AGM”)**

**Venue:** Toowoomba City Golf Club, 254 South St, Toowoomba QLD 4350

**Date:** Tuesday 31 July 2018

**Time:** 10am (Registration will commence from 9.00am)

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Notice is given that the 2018 Annual General Meeting (“AGM”) of Namoi Cotton Limited (ACN 010 485 588) will be held at Toowoomba City Golf Club, at 254 South St, Toowoomba, QLD on Tuesday 31 July 2018 at 10am.

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**BUSINESS**

**Item 1 – Consideration of Financial Statements and Reports**

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the year ended 28 February 2018 for the Company and its controlled entities. No vote is held about this item.

**Item 2 – Adoption of the Remuneration Report**

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

*“That the Remuneration Report (which is part of the Directors Report) of the Company for the Financial Year Ended 28 February 2018”*

It is noted the vote on this resolution is advisory only and does not bind the Directors of the Company. Please see the notes and voting exclusion statement in the explanatory notes.

**Item 3 – Election of Directors**

**3(a) Re-election of Mr Tim Watson**

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

*“That for the purposes of ASX Listing Rule 14.4, article 11.6 of the Company Constitution and for all other purposes, Mr Tim Watson, retiring by rotation, being eligible and offering himself for election as a Grower Director in accordance with the Company Constitution, be re-elected as a Director of the Company.”*

**3(b) Re-election of Mr Glen Price**

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

*“That for the purposes of ASX Listing Rule 14.4 article 11.6 of the Company Constitution and for all other purposes, Mr Glen Price, retiring by rotation, being eligible and offering himself for election as a Grower Director in accordance with the Company Constitution, be re-elected as a Director of the Company.”*

**3(c) Election of Mr James Jackson**

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

*“That for the purposes of ASX Listing Rule 14.4 article 11.6 of the Company Constitution and for all other purposes, Mr James Jackson, appointed on 7 June 2018 to fill a casual vacancy, being eligible and offering himself for election, be elected as a Director of the Company.”*

**3(d) Election of Mrs Juanita Hamparsum**

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

*“That for the purposes of ASX Listing Rule 14.4 article 11.6 of the Company Constitution and for all other purposes, Mrs Juanita Hamparsum, appointed on 7 June 2018 to fill a casual vacancy, being eligible and offering herself for election as a Grower Director in accordance with the Company Constitution, be elected as a Director of the Company.”*

**3(e) Election of Mr Joseph Di Leo**

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

*“That for the purposes of ASX Listing Rule 14.4 article 11.6 of the Company Constitution and for all other purposes, Mr Joseph Di Leo, appointed on 7 June 2018 to fill the additional director vacancy, being eligible and offering himself for election, be elected as a Director of the Company.”*

**MAKING YOUR VOTE COUNT**

If you are appointing the Chairman as your proxy and you do not wish the Chairman to have a discretion in how to vote on the resolution, the Company encourages you to complete the voting directions in the proxy form by marking either ‘For’, ‘Against’ or ‘Abstain’ for the relevant resolutions.

If you are attending in person, you will be able to vote as you decide, whether on a show of hands or on a poll.

Notes on voting and Explanatory Notes follow, and a Proxy Form is enclosed.

You can also vote online in accordance with details in the voting information and the Proxy Form.

By order of the Board.

Balhar Garcha  
Company Secretary  
Namoi Cotton Limited  
28 June 2018

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**NAMOI COTTON LIMITED**  
**ACN 010 485 588**  
**EXPLANATORY NOTES FOR 2018 ANNUAL GENERAL MEETING (“AGM”)**

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**ITEM 1 – FINANCIAL REPORT YEAR END 28 FEBRUARY 2018 (“ANNUAL FINANCIAL REPORT”)**

The Corporations Act 2001 (Cth) requires the Annual Financial Report of the Company, the Director’s Report and Auditor’s Report be presented at the AGM. No formal resolution is required however the Shareholders will be given the opportunity at the AGM to raise questions on Annual Financial Report.

Shareholders will be given a reasonable opportunity to ask the external Auditor questions about the conduct of the audit, the content of the Auditor’s report, the accounting policies adopted by the Company for preparation of the Annual Financial Statements and the independence of the Auditor in relation to the Company Audit.

Shareholders may submit written questions to the Company External Auditor about the content of the Auditor’s Report or conduct of the audit no later than 5 business days before the date of the AGM being no later than 10am AEST on Monday 24 July 2018 to Computershare at the address on the enclosed reply envelope or by facsimile to Computershare on 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia) or to the Company Secretary at (07) 4631 6184 or by email to [companysecretary@namoicotton.com.au](mailto:companysecretary@namoicotton.com.au). Shareholders may submit questions to the Company at its corporate office at 1b Kitchener St, Toowoomba QLD 4350. A list of relevant questions will be made available at the AGM, Ernst and Young the Company’s Auditor may answer the questions at the AGM or table written answers to them at the AGM.

**ITEM 2 – ADOPTION OF REMUNERATION REPORT**

In accordance with the Corporations Act 2001 (Cth), the Company is required to present the Company’s Remuneration Report to Shareholders for consideration and adoption at the AGM.

The Remuneration Report is set out on pages 24 to 32 of the Company’s 2018 Annual Report, which is available on the Company’s website [www.namoicotton.com.au](http://www.namoicotton.com.au).

The Remuneration Report:

- explains the structure of and rationale behind the Company’s remuneration practices and the link between the remuneration of employees and the Company’s performance;
- sets out remuneration details for each Director and each other member of the Company’s Key Management Personnel; and
- confirms that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Key Management Personnel, including Executive Directors.

Shareholders will have an opportunity to ask questions and comment on the Remuneration Report at the AGM.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, the Board will consider the vote and comments when considering the future remuneration arrangements and policies of the Company.

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Board recommends that Shareholders vote in favour of the resolution in Item 2. The Chairman intends to vote undirected proxies able to be voted in favour of this resolution.

## **Persons Excluded from Voting**

A vote must not be cast (in any capacity) on the resolution in Item 2 by or on behalf of a KMP (including Directors) (KMP are defined in Section 9 of the Corporations Act 2001 (Cth)) or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on the resolution in Item 2 by a KMP, or a closely related party of a KMP if:

- (a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in Item 2; and
- (b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.

However, if you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default and you do not direct your proxy how to vote on the resolution in Item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in Item 2 even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

## **ITEM 3 –RE-ELECTION AND ELECTION OF DIRECTORS**

The resolutions to appoint these Directors are proposed separately as ordinary resolutions.

In accordance with the 3-year rotation cycle under the ASX Listing Rule 14.4 and article 11.4 of the Company Constitution, Mr Tim Watson and Mr Glen Price are scheduled to retire at this AGM.

In accordance with the casual vacancy rule and ASX Listing Rule 14.4 and article 11.8 of the Constitution Mr James Jackson and Mrs Juanita Hamparsum are scheduled to retire at this AGM.

In accordance with the additional director rule and ASX Listing Rule 14.4 and article 11.8 of the Constitution Mr Joseph Di Leo is scheduled to retire at this AGM.

## **BOARD’S RECOMMENDATION**

**THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE RE-ELECTION OF MR TIM WATSON AND MR GLEN PRICE AS NON-EXECUTIVE DIRECTORS.**

**THE BOARD STRONGLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE ELECTION OF MR JAMES JACKSON, MRS JUANITA HAMPARSUM AND MR JOSEPH DI LEO AS NON-EXECUTIVE DIRECTORS.**

The Chairman of the meeting intends to vote any undirected proxies in favour of the resolutions in Item 3(a), (b), (c), (d) and (e).

The Board sets out below the profile of Mr Tim Watson, Mr Glen Price, Mr James Jackson, Mrs Juanita Hamparsum and Mr Joseph Di Leo.

### **Item 3(a)**

#### **MR TIM WATSON GAICD – 56 years of age**

Mr Tim Watson has been a Director since 2014. Mr Tim Watson was elected as a Director at the Namoi Cotton Co-operative Ltd annual general meeting in 2015 for a term expiring at the end of the Company’s annual general meeting in 2018. Please note this election was under the Namoi Cotton Rules for which the tenure transferred when Namoi Cotton Limited became a company.

Mr Tim Watson offers himself for re-election for a three-year term commencing from the conclusion of this year's AGM.

Mr Tim Watson grows cotton in the Hillston Region and has been involved in the cotton industry since 2000 and is a member of the Hillston District Irrigators Association and the Lachlan River Customer Service Committee. Currently he is also a representative of the Lachlan Valley Water Users Association. He brings with him extensive industry and commercial expertise for the cotton and general agricultural industry. He was also recognised by the cotton industry by being the recipient of the 2014 Australian Cotton Grower of the Year Award.

Mr Watson's nomination is for a Non-Executive Director classed as a Grower Director in accordance with article 12 of the Company Constitution. If he is elected he will be classified as a Grower Director in accordance with the Company Constitution and in order to satisfy his Non-Executive Director position for the Company he must satisfy the Grower Director requirements under the Company Constitution.

The Board confirms at the date of receiving Mr Watson's nomination he complied with the Grower Director provisions within the Company Constitution.

The Directors of the Company recommend that you vote in favour of the resolution in item 3(a).

### **Item 3(b)**

#### **MR GLEN PRICE**

#### **B Rural Science (Hons), GAICD – 62 years of age**

Mr Glen Price has been a Director since 2009 and is also a member of the Nomination and Remuneration Committee. Mr Glen Price was elected as a Director at the Namoi Cotton Co-operative Ltd annual general meeting in 2015 for a term expiring at the end of the Company's annual general meeting in 2018. Please note this election was under the Namoi Cotton Rules for which the tenure transferred when Namoi Cotton Limited became a company.

Mr Glen Price offers himself for re-election for a three-year term commencing from the conclusion of this year's AGM.

Mr Price has previously grown cotton in the Mungindi region for 34 years and continues to grow cotton in the St George region and has done so for 28 years. He has been involved in the cotton industry since 1978. He brings with him extensive industry and commercial expertise. Mr Price is a member of the MFRM committee.

Mr Price's nomination is for a Non-Executive Director classed as a Grower Director in accordance with article 12 of the Company Constitution. If he is elected he will be classified as a Grower Director in accordance with the Company Constitution and in order to satisfy his Non-Executive Director position for the Company he must satisfy the Grower Director requirements under the Company Constitution.

The Board confirms at the date of receiving Mr Price's nomination he complied with the Grower Director provisions within the Company Constitution.

The Directors of the Company recommend that you vote in favour of the resolution in item 3(b).

### **Item 3(c)**

#### **MR JAMES JACKSON**

**B Com, FAICD - 56 years of age**

Mr Jackson was appointed to the Board on 7 June 2018 as a Non-Executive Director to fill a casual vacancy.

Mr Jackson has more than 25 years' experience in capital markets and agribusiness, both in Australia and overseas. He held a Senior Vice President role with investment bank SG Warburg (now part of UBS) in New York. He was a director of MSF Sugar Limited from 2004 to 2012 and was Chairman from 2008 to 2012. He also served as the Deputy Chairman of Elders Limited (ASX: ELD) from 2014 to 2017, and is currently Chairman of Australian Rural Capital Limited, (ASX:ARC) an investment company focussed on Agriculture.

Mr Jackson has experience and skills in capital markets, agricultural supply chains, financial risk management, the development and implementation of strategy and public company corporate governance.

The Directors of the Company recommend that you vote in favour of the resolution in item 3(c).

### **Item 3(d)**

#### **MRS JUANITA HAMPARSUM**

**B Bus (UTS), CA, FPCT, GAICD – 47 Years of Age**

Mrs Hamparsum was appointed to the Board as a Non-Executive Director on 7 June 2018 to fill a casual vacancy (under the classification of a Grower Director in accordance with the Company Constitution).

She grows cotton and grains on the family farm at Breeza. Mrs Hamparsum has extensive financial, agricultural and natural resource management experience. She is a chartered accountant and currently a director and chair of board audit committee of Cotton Seed Distributors Ltd and Chair of Great Artesian Basin Coordinating Committee. Her former positions include chair of Cotton Innovation Network, director of Cotton Research and Development Corporation and Deputy Chair of Namoi Catchment Management Authority.

Mrs Hamparsum's nomination is for a Non-Executive Director classed as a Grower Director in accordance with article 12 of the Company Constitution. If she is elected she will be classified as a Grower Director in accordance with the Company Constitution and in order to satisfy her Non-Executive Director position for the Company she must satisfy the Grower Director requirements under the Company Constitution.

The Board confirms at the date of receiving Mrs Hamparsum's nomination she complied with the Grower Director provisions within the Company Constitution.

The Directors of the Company recommend that you vote in favour of the resolution in item 3(d).

### **Item 3(e)**

#### **MR JOSEPH DI LEO**

**M.Bus.Acct. & Fin., FAICD – 61 Years of Age**

Mr Di Leo was appointed to the Board as a Non- Executive Director on 7 June 2018.

He has an extensive career in Agriculture, and is a former Managing Director of Allied Mills Pty Ltd, a national manufacturer of flour and bakery products. He is also a former Chief Operating Officer of GrainCorp Limited, and previously held a number of executive freight roles with the NSW State Rail Authority.

Mr Di Leo has also previously been a Non- Executive Director of the Port Kembla Port Corporation, and Teys Australia Pty Ltd. He is currently a Director of LUCRF Super.

Mr Di Leo has over 30 year's experience in the freight logistics, agricultural and food sectors. Areas of experience include, operations management, supply chain, risk management, strategy and governance.

The Directors of the Company recommend that you vote in favour of the resolution in item 3(e).

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## **INFORMATION REGARDING VOTING**

### **ENTITLEMENT TO VOTE**

The Board of Directors have decided that for the AGM, ordinary shares will be taken to be held by the persons who is registered as an ordinary shareholder at 10am (AEST) on Sunday 29 July 2018. Ordinary share transactions registered after this time will be disregarded in determining the ordinary shareholders entitlement to attend and vote at the AGM.

In accordance with the Company's Constitution and Restructure Booklet dated 17 August 2018 Namoi Residual Stockholders are not entitled to vote at the AGM. Namoi Residual Stockholders may attend the AGM as guests only.

For joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant ordinary shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's vote.

### **HOW TO VOTE**

Shareholders are advised all resolutions to be considered at the AGM will be put to a poll, in accordance with the Company's Constitution.

### **PROXIES**

Shareholders are entitled to appoint a proxy, you may appoint one or two proxies. Your proxy does not need to be a shareholder of the Company and can be an individual or body corporate. When two proxies are appointed you may specify the number of proportion of votes each proxy may exercise. If no proportion or number of votes is specified, then each proxy may exercise half of the votes. If you want to appoint a proxy, you will need to use the Proxy Form enclosed. If you want to appoint two proxies you will need to complete a second proxy form. Please follow the instructions on the proxy form.

The Company's Constitution provides that on a show of hands vote, every person present and qualified to vote shall have one vote. If you appoint one proxy that proxy may vote by a show of hands, in the case of the appointment of two proxies neither proxy can vote on a show of hands.

If you appoint a proxy who is a shareholder or is also proxy for another shareholder, your voting directions may not be effective on a show of hands.

If you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the AGM, in accordance with the instructions set out in this Notice of Meeting for Body Corporate Representatives.

### **NO DIRECTION**

If you submit a Proxy Form but do not name a proxy, or the person you have named as proxy does not attend, the Chairman of the AGM will act as your proxy. As stated in the Explanatory Note to each item in circumstances if the Chairman is the proxy the Chairman intends to vote in favour of each resolution, including Item 2 which relates to directly and indirectly to the Company's Key Management Personnel.

You can direct your proxy to vote by marking the "For", "Against" or "Abstain" boxes on the Proxy Form. If you appoint anyone other than the Chairman as your proxy and you do not direct them how to vote, that person may vote or abstain at their absolute discretion.

## **DEADLINE FOR PROXIES**

The Company must receive at least 48 hours before the AGM by 10am (AEST) on Sunday 29 July 2018:

- your Proxy Form; and
- if you sign under power of attorney or body corporate representative, that power of attorney or body corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the AGM) will be invalid.

## **EXECUTION OF PROXY FORMS**

If the Ordinary Shares are held by one individual then the Proxy Form must be signed by that individual.

If the Ordinary Shares are held in joint names then the Proxy Form must be signed by any one of them.

Where the Ordinary Shares are held by a company, the Proxy Form must be signed by:

- if it has a sole director who is also sole company secretary, by that director (and stating the fact next to or under the signature on the Proxy Form); and
- in the case of a company with more than one director, then by either two directors or a director and company secretary.

If a person is signing the Proxy Form under a power of attorney, or an authorised officer (not being a director or company secretary), the power of attorney or authorisation (or a certified copy) must be received by the Company as below.

## **DELIVERY OF PROXY FORMS**

Proxy Forms must be delivered in person, by mail, by fax or online to Computershare as follows:

### **In Person:**

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston St  
Abbotsford  
Victoria 3067, Australia

### **By Mail:**

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

### **By Fax:**

1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au) Please see below.

**ONLINE VOTING**

Alternatively, you can appoint a proxy online and submit your voting instructions (if any) by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions on the website. To use this online facility, you will need your Shareholder Reference Number (“SRN”) or Holder Identification Number (“HIN”), postcode and the six-digit PIN shown on your proxy form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the proxy form.

Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at [www.intermediaryonline.com](http://www.intermediaryonline.com)

**BODY CORPORATE REPRESENTATIVE**

Any corporation wishing to appoint a person to act as body corporate representative at the AGM may do so by providing that person with:

- an “Appointment of Corporate Representative” form which can be obtained from the Company’s registry; or
- a letter or certificate authorising the person to act as the corporation’s representative in accordance with the corporation’s constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

**ENTRY TO AGM AND QUESTIONS FROM SHAREHOLDERS**

Shareholders who will be attending the AGM, and who are not appointing a proxy, are asked to bring the Proxy Form to the AGM to help identification for registration for the AGM. A shareholder of the Company who is entitled to vote at the AGM may submit a written question to the Chairman or Auditor by sending it to the Company or Computershare no later 10am on 24 July 2018.

**ANNUAL REPORT**

The 2018 Annual Report is being sent separately to Shareholders who have elected to receive an Annual Report. A copy of the Company’s Annual Report is available to all Shareholders upon request and can be viewed at [www.namoicotton.com.au](http://www.namoicotton.com.au) or an electronic or printed copy can be requested from the Computershare.

**NAMOI COTTON’S SHAREHOLDING LIMIT AND GROWER DIRECTOR REPRESENTATION RULE**

The Constitution of Namoi Cotton contains provisions that limit a person’s shareholdings until at least Namoi Cotton’s 2021 AGM (and thereafter, subject to renewal). If a shareholder acquires ordinary shares in excess of the Shareholding Limit, all rights (including voting rights, dividend rights and rights in a winding up) in respect of the excess shares are suspended and the excess shares are subject to divestment. The shareholder must also refund a dividend or distribution to which the shareholder is not entitled to as a result of its holding of the excess shares.

The Constitution of Namoi Cotton also contains provisions that require the Board to be comprised of an equal number of Grower Directors and Non-Grower Directors until at least Namoi Cotton’s 2022 AGM (and thereafter, subject to renewal).

For a summary of these provisions please refer to Namoi Cotton’s website. The provisions can also be found in the Constitution.

