



AUSTRALIAN AGRICULTURAL COMPANY LIMITED

Strategy update and capital raising

12 September 2013

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AACo reserves the right to withdraw, or vary the timetable for, the Offer at any time.

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Outline

1	Executive summary	5
2	Overview	6
	2.1 AACo's heritage	
	2.2 AACo's current position	
3	AACo's strategy	8
	3.1 Value chain positioning	
	3.2 Acceleration of vertical integration	
	3.3 Darwin Abattoir	
	3.4 Market development	
	3.5 Further potential opportunities	
4	Capital raising	13
	4.1 Entitlement Offer overview	
	4.2 Convertible Note overview	
	4.3 Use of proceeds	
	4.4 Balance sheet impact	
5	AACo update	17
	5.1 Operational update	
	5.2 Darwin Abattoir update	
6	Capital Raising timetable	20
	Appendices	21
	A. AACo's global supply and demand trends	
	B. Risk factors	
	C. International offer restrictions	

1. Executive summary

AACo to raise capital to strengthen its balance sheet and accelerate the implementation of its strategy which is aimed at lifting return on capital and driving shareholder value over time


Current position	<ul style="list-style-type: none">• Highly cyclical domestic cattle markets and a constrained capital structure are limiting AACo's ability to capitalise on its fundamentals and strategic asset base• AACo's \$450m bank loan facility falls due on 8 March 2015 with refinancing process to commence prior to the end of CY2013
Strategy acceleration	<ul style="list-style-type: none">• Vertical integration and Asian market development, supported by a strong balance sheet, are key to improving return on capital and reducing earnings volatility• Strategy focused on:<ul style="list-style-type: none">— completing construction of the Darwin Abattoir and operating on a 100% ownership basis— diversifying away from volatile domestic cattle prices towards higher, more stable global beef prices— development of, and investment in, new sales channels and brand marketing— rigorous focus on cost control and return on capital— further potential investment in supply chain integration globally
Capital raising	<ul style="list-style-type: none">• Capital raising comprises:<ul style="list-style-type: none">— \$219.2m fully underwritten accelerated non-renounceable entitlement offer ("Entitlement Offer")— \$80.0m subordinated convertible note maturing in September 2023 ("Convertible Note")• Capital raising to significantly strengthen AACo's balance sheet, support the refinancing of existing debt facilities and provide financial flexibility to execute AACo's strategy on an accelerated basis• Adjusted March 2013 gearing¹ of 23.5% - post the capital raising and projected funding for the Darwin Abattoir

Notes

1. Net debt including Convertible Note / (Net debt including Convertible Note + Book equity): see pro-forma balance sheet on page 16

2.1 Overview—AACo's heritage

Since its establishment in 1824, AACo has succeeded by recognising and responding to change and positioning the company for future growth

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- 1824** **1824:** Crown grant of 1.0m acres of land at Port Stephens, NSW by King William IV. Sheep, Durham and Shorthorn cattle introduced
- 1831:** Granted 247,000 acres at Warrah, NSW and 313,000 acres near Tamworth, NSW
- 1833:** Granted exclusive coal mining licence for the Colony of NSW and, by 1915, profits from coal exceed those from wool
- 1902:** Built, owned and operated the Aberdare to Cessnock Railway
- 1910s-20s:** Commenced the "move north" with the purchase of Corona, Longreach QLD (1912), Headingly in QLD (1916) and Avon Downs (1921) – the latter two still owned by AACo today
- 1928:** Sold mines and railways and focussed almost exclusively on farming and grazing
- 1950s:** Agreement with King Ranch, Texas to import Santa Gertrudis genetics into Australia
- 1970s-80s:** Sold remaining NSW properties and acquired a number of northern properties, including Canobie (1985), Wondoola (1987), Brunette Downs (1979) (NT) and the Waxahachie Group of stations (1990) (QLD & NT)
- 1990s:** AACo develops own superior genetics strains, now known as Barkly Composites and Gulf Composites. Entry into principal grain fed beef production with the construction of Goonoo feedlot
- 2001:** Listed on the ASX
- 2006:** Acquired Westholme Wagyu, further strengthening AACo's expertise in Wagyu production
- Today** **2012:** Announces plans for Darwin Abattoir, a state-of-the-art cattle processing facility south of Darwin, NT – a further step up the value chain

2.2 Overview–AACo's current position

Despite its solid fundamentals, AACo is trading at a material discount to the value of its net tangible assets

AACo fundamentals

- > Australia's largest cattle and beef producer – strategic asset base comprising a herd of approximately 561,000 head (31 July 13) and operates a property portfolio exceeding 6.5 million hectares of land
- > High quality, traceable product with secure supply channels for offshore customers
- > Close proximity to growing markets in Asia
- > Australia's largest producer and marketer of Wagyu cattle and beef

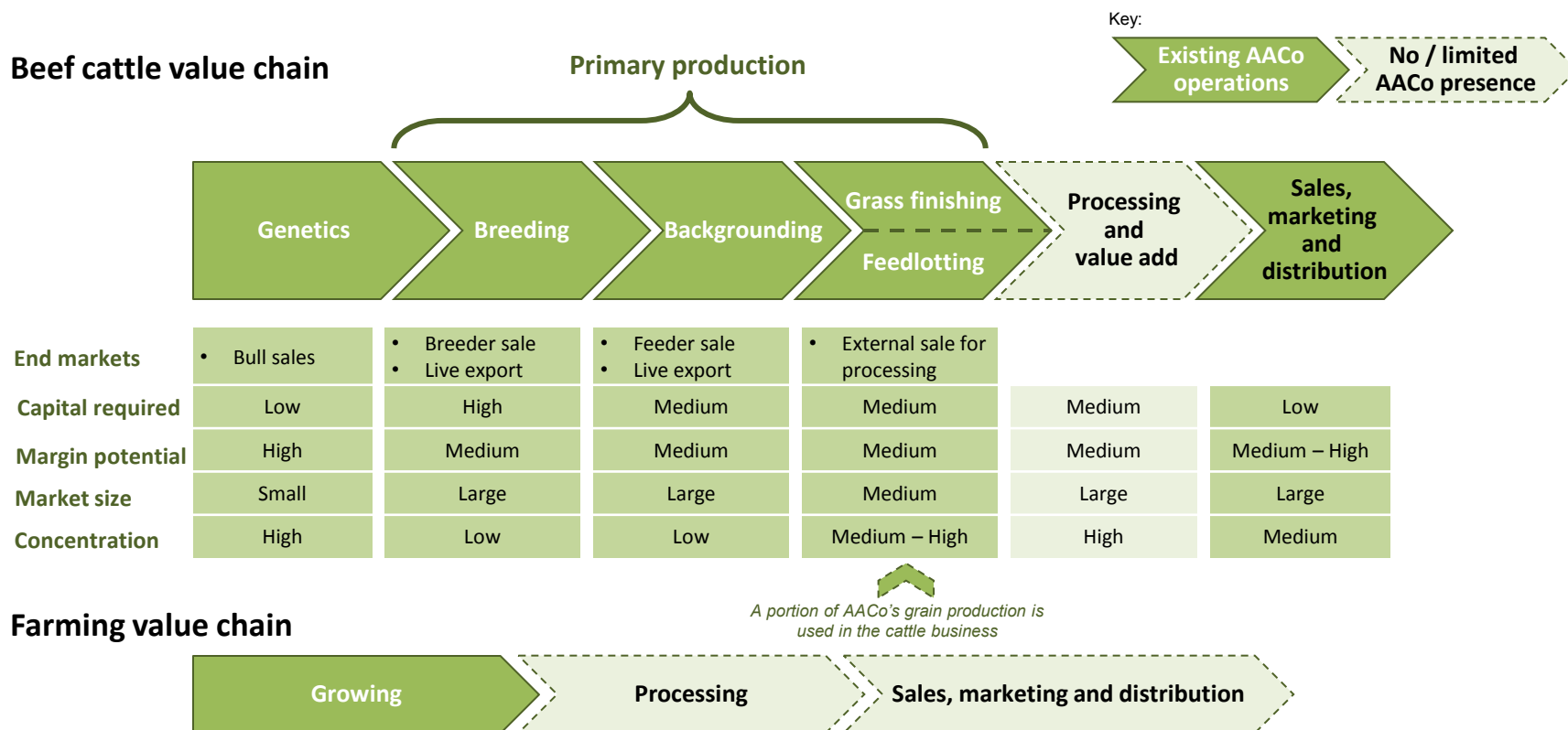
Current constraints

- > Volatile domestic cattle markets affected by variable climatic conditions
- > Debt position that limits strategic flexibility
- > Majority of assets concentrated in capital intensive primary production, limiting return on assets
- > Impact of government policy (live export ban, free trade agreements)
- > Concentrated ownership of beef processors on the east coast
- > Logistics costs to east coast processors
- > Lack of price hedging instruments unlike other commodities

AACo's strategy to address this position involves investment in higher return on capital operations that are aligned with its assets

3.1 AACo's strategy–Value chain positioning

AACo's strategic focus is on diversifying away from capital intensive primary production and increasing exposure to higher margin, less cyclical opportunities to improve return on capital. The focus will be on vertical integration of AACo's beef cattle business and on improving the utilisation and return from the underlying asset base



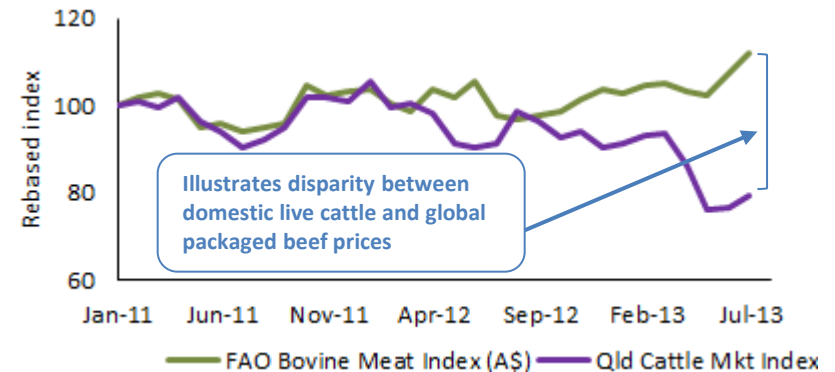
3.2 AACo's strategy–Acceleration of vertical integration

Vertical integration and overseas market development, supported by a strong balance sheet, are key to improving return on capital and reducing earnings volatility

AACo's vertical integration strategy

- > Diversify into more stable, higher yielding overseas markets and customers
- > Capture additional margin from downstream processing (including by-product values), utilising AACo's genetics, beef marketing expertise and cattle supply to enhance competitiveness
- > Increase direct access to international export markets in Asia
- > Higher productivity from managing supply chains across pastoral, feedlot and processing assets
- > 'Touch' the customer and consumer with intense focus on brand and market development
- > Disciplined approach to monitoring return on capital on existing portfolio and future investments

Global beef price vs. domestic cattle prices



Source: Meat & Livestock Australia, Food and Agriculture Organization of the UN, IRESS

AACo beef brands

1824
PREMIUM BEEF

Darling Downs Wagyu

Takumi
WAGYU

BrunetteDowns
Naturally the best



MASTER
KOBE

3.3 AACo's strategy–Darwin Abattoir

The Darwin Abattoir development is core to AACo's vertical integration strategy, providing beef processing capacity in close proximity to Asian export destinations

Darwin Abattoir investment rationale

- Only substantial beef processing asset in northern Australia—design capacity of over 200,000 head p.a. in a region with a total herd of c.2,000,000 head¹
- The vertical integration strategy is anticipated to deliver various synergistic benefits, with the Darwin Abattoir expected to deliver returns in excess of the company's cost of capital
- Proximity to key growing beef export markets in Asia
- Flexibility to operate the plant on either a one or two shift basis
- Scale provides a competitive advantage with a fully integrated supply chain aligned with AACo's northern Australian operations
- Improves productivity and value proposition of AACo's northern pastoral assets by commercialising redundant breeding cows and bulls and replacing them with younger, more productive cattle. Abattoir to complement rather than substitute live export trade
- Provides substantial transport and operational cost savings for northern producers, including AACo
- Will help to underpin the value of AACo's existing northern Australian land and livestock

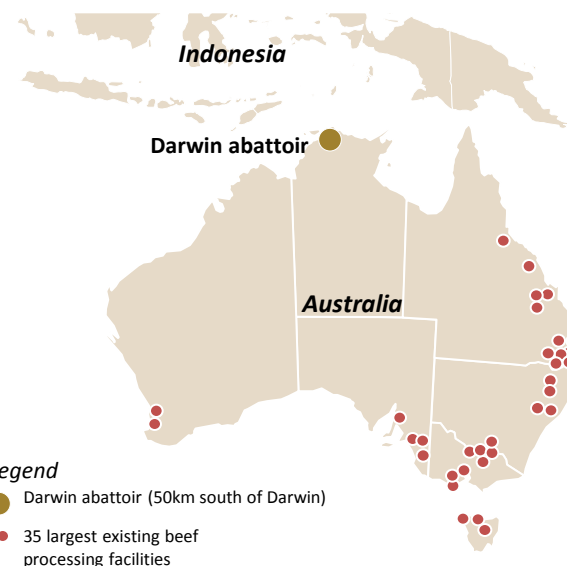
Notes

1. AgSurf Farm Survey Data
2. Subject to final determination of scope and project costs
3. See Appendix B: Risk factors
4. Excludes livestock on farms required to support Darwin Abattoir throughput

Darwin Abattoir overview²

Processing capacity		
1 shift requirement p.a.	Head	110,000
2 shift requirement p.a.	Head	220,000
Estimated Regional Supply p.a.	Head	350,000
Total capital expenditure spent to 31-Mar-13		\$24m
Residual capital expenditure required ³		\$67m
Total Darwin Abattoir investment		\$91m
Estimated working capital requirement ⁴		\$20m

Strategic location in Australia



3.4 AACo's strategy–Market development

Investment in marketing and sales channels will facilitate new and stronger relationships with high value food service customers in overseas markets

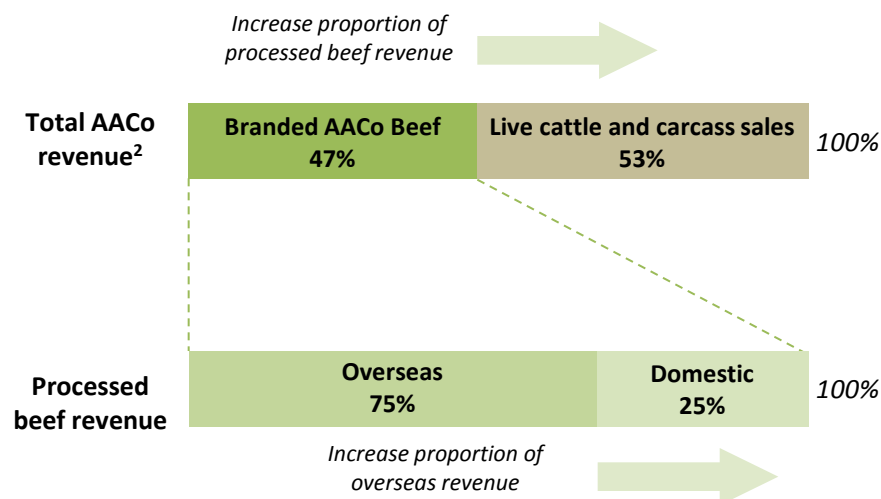
Market development strategy

- > Greater supply chain integration will enable AACo to further invest in marketing channels and increase supply to end market food service customers
- > **Core rationale** is to increase supply to high value customers able to take volume under longer term contracts for multiple products at fixed prices
 - > successful track record with key customers under such contracts to date (e.g. OK Meat, Korea)
- > **Other potential operational and economic benefits** include:
 - > increased core demand and improved price and volume visibility from longer term contracts
 - > ability to control marketing of by-products to a range of customers, enabling AACo to capture more margin per head of cattle
 - > ability to utilise pricing strategies to maximise revenue and margin
- > **Key target outcomes** of the strategy include:
 - > increased revenue and margin derived from boxed beef and by-products rather than cattle sales
 - > focus on higher value boxed beef customers

OK Meat / E-mart retail stores example (Korea)

- > Largest AACo customer; 10 year relationship
- > Supplied on 6-month contracts supplemented with additional product where necessary

Current AACo revenue contribution¹

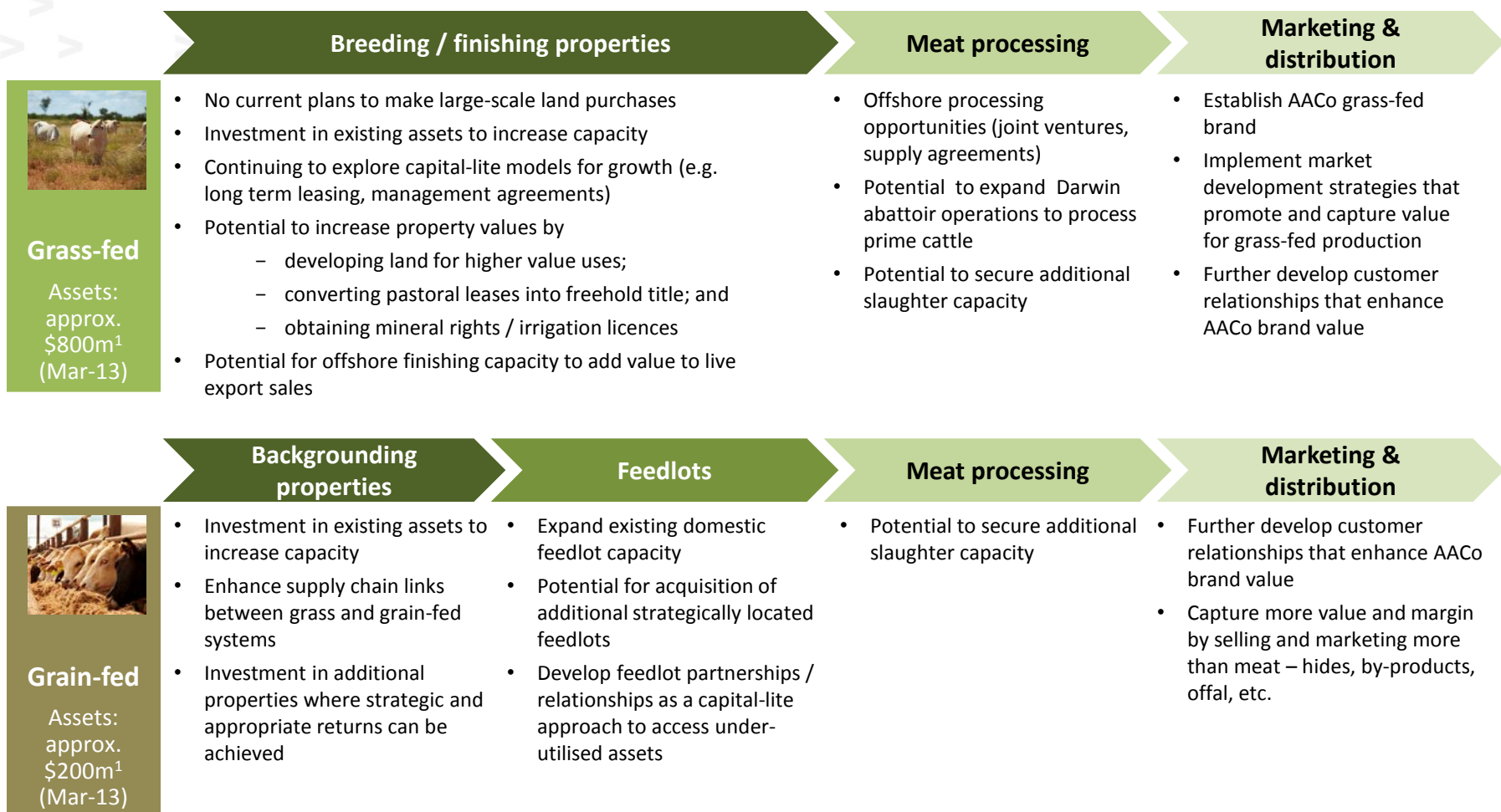


Notes

1. Current revenue splits based on FY12 revenue
2. Excludes farming revenue (c.6% contribution in FY12)

3.5 AACo's strategy–Further potential opportunities

Future investment will be directed at enhancing AACo's vertical integration strategy and improving return on capital



Note

1. Based on management estimates

4.1 Capital raising–Entitlement Offer overview

Size and structure	<ul style="list-style-type: none"> 7 for 10 accelerated non-renounceable Entitlement Offer to eligible AACo shareholders to raise approximately \$219.2 million 219.2 million new AACo ordinary shares ("New Shares") to be issued
Offer price	<ul style="list-style-type: none"> \$1.00 per New Share 9.1% discount to the Theoretical Ex-Rights Price ("TERP")¹
Underwriting	<ul style="list-style-type: none"> Fully underwritten
Retail oversubscriptions	<ul style="list-style-type: none"> Eligible retail shareholders who take up their entitlements in full may also apply for additional New Shares beyond their entitlement up to 50% of their entitlement, subject to the limitations and scale-back discretion detailed in the Retail Offer Booklet ("Additional New Shares")
Major shareholder support	<ul style="list-style-type: none"> The AA Trust², which is ultimately controlled by Mr Joseph Lewis (the principal investor and controller of the Tavistock Group)³, is a 13.5% shareholder prior to the announcement of the Offer, and has committed to: <ul style="list-style-type: none"> take up its entitlements in full, equating to approximately \$29.6 million⁴; and provide a priority Institutional Offer sub-underwriting commitment of a further \$34.6 million⁵ The AA Trust's percentage ownership of AACo will not exceed 19.99% as a result of the Entitlement Offer and priority sub-underwriting The AA Trust will also subscribe for the Convertible Notes - see page 14 IFFCO Poultry Co Sdn Bhd ("IFFCO Felda"), a 16.9% shareholder prior to the Entitlement Offer, has advised the AACo Board that it will not take up its entitlement and provided the following comment: "<i>IFFCO Felda remains committed to its shareholding in AACo .</i>"
Ranking	<ul style="list-style-type: none"> New Shares and Additional New Shares issued will rank pari passu with existing AACo shares

Notes

1. Theoretical Ex-Rights Price (TERP) is the theoretical price at which AACo shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only: the actual price at which AACo's shares trade immediately after the ex-date will depend upon many factors and may not be equal to TERP
2. The AA Trust is a revocable discretionary trust established in The Bahamas. The trustee of the AA Trust is Mr Bryan A. Ginton
3. Southeast Point Limited (an associate of Mr Lewis) recently transferred its 13.5% shareholding in AACo to the AA Trust
4. The AA Trust's entitlement will settle on the Retail Offer settlement date
5. An Institutional Offer shortfall bookbuild will be conducted in relation to New Shares not taken up by eligible institutional shareholders beyond the AA Trust priority sub-underwriting commitment

4.2 Capital raising–Convertible Note overview

Size and structure	<ul style="list-style-type: none">• \$80.0m Convertible Note issued by AACo to the AA Trust• Unsecured and subordinated to AACo's senior bank debt• Freely transferable to institutional investors
Maturity	<ul style="list-style-type: none">• 30 September, 2023 (10 years)• The Convertible Note Holder may elect to cause redemption at the 5th anniversary of issue date and annually thereafter
Coupon	<ul style="list-style-type: none">• Floating rate at AUD denominated 6 month BBSW plus 0.15% subject to a floor of 3.0% per annum• Payable semi-annually in arrears
Conversion price	<ul style="list-style-type: none">• \$1.15 per AACo share• 4.5% premium to the Theoretical Ex-Rights Price ("TERP")• Subject to standard adjustments relating to anti-dilution and dividend protections
Conversion right	<ul style="list-style-type: none">• Each Convertible Note shall entitle the holder to convert such Convertible Note into AACo ordinary shares at the Conversion Price during the Conversion Period• Conversion Period is from 1 September 2014 until 15 business days prior to maturity
Shareholding implications	<ul style="list-style-type: none">• If fully converted, the Convertible Notes would entitle the holder(s) to acquire an aggregate of 69.6 million new AACo shares at the Conversion Price (representing 11.6% of the fully diluted total issued share capital of AACo – including all of the new shares issued as a result of conversion of the Convertible Notes and assuming no other securities issues)• Conversion rights are subject to the holder's compliance with applicable law, including Part 6.2 of the Corporations Act. The AA Trust's ability to convert the Convertible Notes may be restricted by these provisions¹ (depending on the AA Trust's shareholding post the Entitlement Offer - which will not exceed 19.99% - see page 13)• Assuming no other equity issues, no adjustments to the initial conversion price, and full conversion of the Convertible Notes, the AA Trust could obtain a maximum shareholding of 29.2% by converting Convertible Notes (subject to the Corporations Act restrictions and terms of the Convertible Notes)
Other	<ul style="list-style-type: none">• The terms and conditions of the Convertible Note will be disclosed to the ASX in a separate disclosure document• Convertible Notes are being offered in reliance on Regulation S under the US Securities Act only and may only be sold in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act)

Notes

¹ For example, the AA Trust may need to rely on the "3% Creep" rule in section 611 item 9 of the Corporations Act to convert Convertible Notes

4.3 Capital raising–Use of proceeds

Proceeds used to fund the completion of the Darwin Abattoir, reduce net debt and enable AACo to accelerate its vertical integration strategy

Sources and uses

Sources (\$m)	\$m	Uses (\$m)	\$m
Entitlement Offer	219	Fund remaining capital expenditure required to complete Darwin Abattoir	67
Convertible Note	80	Fund working capital requirements associated with Darwin Abattoir ¹	20
		Reduce senior debt / increase financial flexibility to execute strategy	205
		Transaction costs ²	7
Total	299	Total	299

Notes

1. Excludes any increase of livestock on farms to support Darwin Abattoir throughput

2. Comprises underwriting, legal, and accounting costs

4.4 Capital raising–Balance sheet impact

Adjusted gearing reduced from 40.9% to 23.5% post the capital raising and funds committed to the Darwin Abattoir

Balance sheet adjustments¹

\$m	31-Mar-13	<i>Pro-forma adjustments</i>			Adjusted
		Completed asset sales ⁴	Capital raising ⁵	Funding for Darwin Abattoir ⁶	
Property, plant & equipment (PP&E)	603	(33)	-	67	637
Biological assets - livestock	437	(5)	-	-	432
Other assets (excluding cash)	49	-	-	20 ⁷	69
Total assets (excluding cash)	1,089	(38)	-	87	1,138
Net debt (including Convertible Note) ²	412	(37)	(213)	87	248
Other liabilities ³	82	0	(2)	-	80
Total liabilities (net of cash)	493	(37)	(215)	87	328
Book equity	595	(1)	215	-	809
Shares on issue (m)	313	-	219 ⁸	-	532
Net Tangible Assets (\$ / share)	\$1.90				\$1.52
Gearing (Net debt / (Net debt + Equity)) (%)	40.9%				23.5%

- AACo's debt facilities fall due on 8 March 2015 with refinancing process due to commence by end of CY2013
- The reduction in net debt will:
 - support AACo's ability to refinance its existing debt facilities on best available terms
 - provide AACo with the financial flexibility to execute its vertical integration strategy
- Adjusted gearing of 23.5%, which AACo directors believe is appropriate given:
 - the investment required to execute AACo's vertical integration strategy
 - the potential volatility in AACo's earnings until this strategy is progressed

Notes

1. 31-Mar-13 figures have been taken from the audited balance sheet. Figures shown may not sum due to rounding
2. Total interest bearing liabilities (including Convertible Note) less cash
3. Other liabilities include payables, provisions and deferred tax liabilities
4. Includes net sale proceeds from sale of parts of Goonoo and Brighton Downs (announced on 20/5/13 and 24/05/13 respectively)
5. Convertible Note (\$80m) included in Net Debt for illustrative purposes in this presentation. Accounting treatment may differ in AACo's statutory accounts
6. Subject to change depending on final determination of scope and project costs– see Appendix B: Risk Factors
7. Represents working capital associated with the Darwin Abattoir (excluding livestock on farms required to support Darwin Abattoir throughput)
8. Shares on issue are adjusted for the Entitlement Offer only

5.1 AACo update—Operational update

Ongoing dry conditions and resultant increased supply has continued to depress cattle prices

Four months to end of July 2013

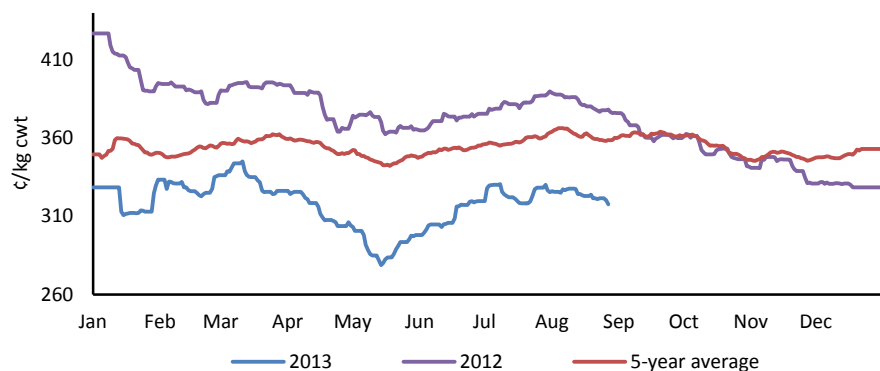
Climate

- Dry conditions persisted in the four months to end of July 2013
- AACo continues to carry enough feed to retain its core breeder herd and deliver on its operational plan

Markets

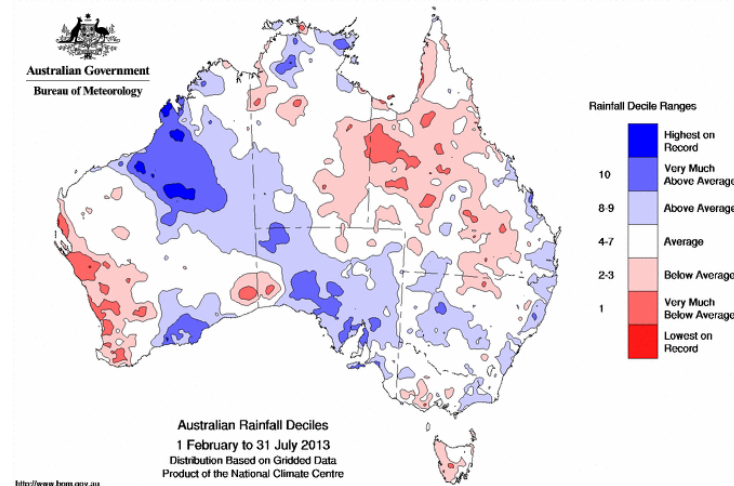
- Increased supply and weak demand for re-stockers has continued to depress cattle prices, though there has been some recovery in the Eastern Young Cattle Indicator
 - \$10.0 million (non-cash and pre-tax) decrement in the mark-to-market value of the trading and feedlot herds as at end of July 2013 (including movements in the herd)
- Low live export volumes have placed downward pressure on live export prices
- Recent easing of live export restrictions to Indonesia is anticipated to result in increased export volumes to this market

Eastern Young Cattle Indicator—year on year



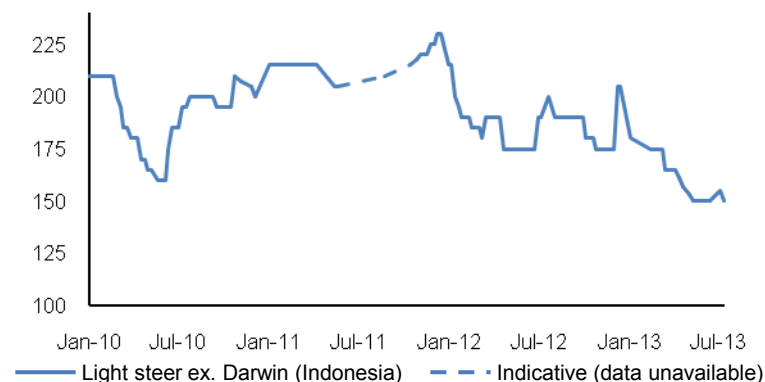
Source: Meat & Livestock Australia

Rainfall—six months to end of July 2013



Source: Bureau of Meteorology

Australian live export cattle prices



Source: Meat & Livestock Australia, Landmark

5.1 AACo update—Operational update (cont.)

Four months to end of July 2013

Cattle Sales

- A robust sales program in the four months to end of July 2013 has seen the sale of 135,022 head
- The cattle sales program was partially offset by calves branded (115,447 in the first round) and weight gain

	Grass Finished	Shortfed Grain Finished		Wagyu		Breeder and Feeder	Live Export	Total Sales	Average
Head		Internal	External	Internal	External				\$/head
4 Months to end July 2013	34,828	915	3,011	10,114	1,738	56,444	27,972	135,022	671
4 Months to end July 2012	25,656	543	4,243	10,326	2,289	17,096	33,853	94,006	930

Beef Sales

- The Wholesale Beef business is benefiting from stable, higher global (vs. domestic) beef prices and business improvement strategies
- Despite lower volumes being sold, gross margins being achieved have exceeded budget and the prior comparable period

kg's	Wagyu	Shortfed Grain Finished
4 Months to end July 2013	2,832,162	2,214,934
4 Months to end July 2012	3,119,072	2,834,297

Farming

- In the four months to end of July 2013, 6,570 bales of cotton were picked¹

Outlook

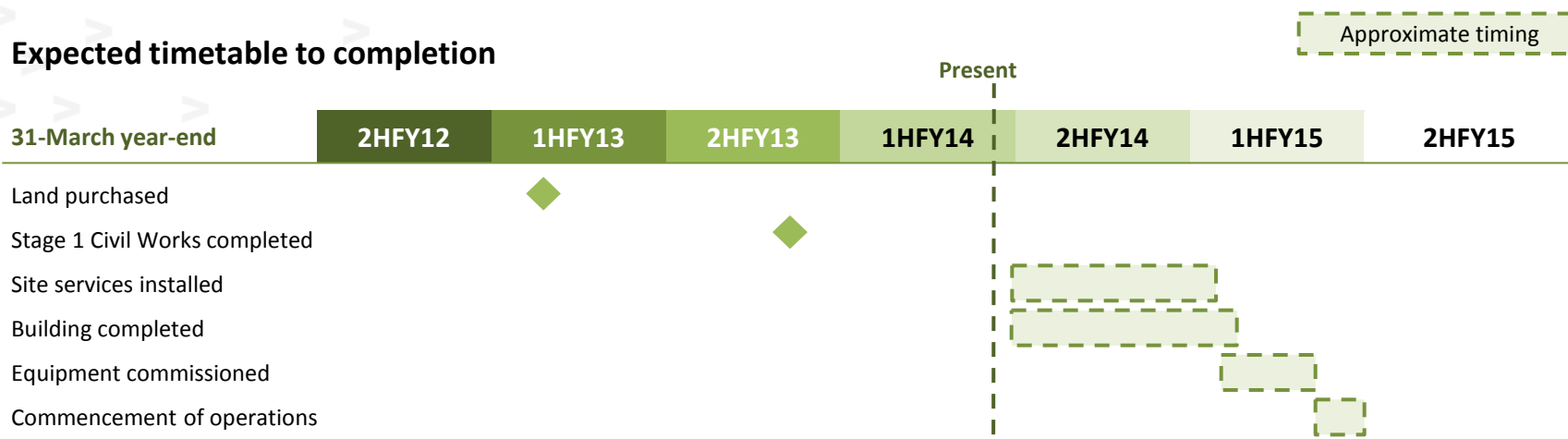
- Due to the application of AASB 141 Agriculture, it is difficult to provide visibility on AACo's future statutory earnings as they are subject to climatic and cattle market conditions over the balance of the financial year. However, AACo currently expects that its 'Cash' EBITDA² in the 12 months to 31 March 2014 will be in excess of that achieved in the 12 months to 31 December 2012 (\$19m).

1. Ginning is yet to be completed on the 2013 cotton harvest. The yield estimates are based on current cotton ginning turnouts

2. Calculated by adding back all non-cash mark-to-market adjustments and other non-cash Fair Value Adjustments to statutory EBITDA (including births, deaths, breeder herd amortisation, cattle growth, inventory value of sales and purchases)

5.2 AACo update–Darwin Abattoir update

Construction expected to be completed in 1HFY15 and operations expected to commence by 2HFY15



Progress on key work streams

- **Cattle supply commitments** – supply continues to be de-risked through cattle supply commitments received from other pastoralists in the region and AACo's own supply
- **Labour** – a number of strategies are being progressed to develop a competent and well-trained workforce
- **Port infrastructure** – negotiations and tendering with shipping companies and dialogue with port authority and Northern Territory Government indicate there is not expected to be any constraint to the project. Port infrastructure is being expanded and two shipping lines have committed to regular services able to handle all Darwin Abattoir volume
- **Construction management** – AACo will engage external project and construction management companies to promote project credibility around risk management, cost control, quality and compliance
- **Customer / off take arrangements** – discussions with potential off-take customers are progressing. Trial productions have commenced at service abattoirs to establish specifications and business relationships well in advance of first production at Darwin Abattoir

6. Capital Raising timetable

Key event	Date/Time
Announcement of the Offer (“Announcement Date”)	Thursday, 12 September 2013
Result of the Institutional Offer announced to the market, trading halt lifted	Monday, 16 September 2013
Record date (7pm, AEST)	Tuesday, 17 September 2013
Retail Offer opens and despatch of Retail Offer Booklet	Friday, 20 September 2013
Settlement of Institutional Offer	Thursday, 26 September 2013
Allotment of Institutional Offer and trading of new shares under Institutional Offer	Friday, 27 September 2013
Retail Offer closes (5pm, AEDT) (“Closing Date”)	Tuesday, 8 October 2013
Settlement of Retail Offer and Convertible Note	Tuesday, 15 October 2013
Allotment of New Shares under the Retail Offer	Wednesday, 16 October 2013
Normal trading of new shares under Retail Offer, despatch of confirmation statements	Thursday, 17 October 2013

Note:

1. Dates and times are indicative only and subject to change without notice. All dates are 2013 and refer to Sydney, Australia time

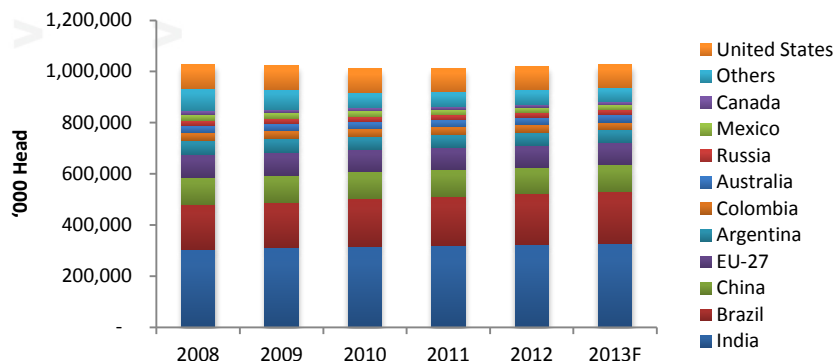
An aerial photograph of a vast, flat, green landscape, likely a pasture or field. In the foreground, a long, winding herd of cattle is grazing. The cattle are mostly brown and white, and they are spread out across the lower third of the image. The field is a mix of green and yellowish-green, suggesting different types of grass or perhaps a dry season. The horizon is flat and extends to the top of the image. The sky is a clear, light blue. In the top left corner, there are several white, stylized arrow-like shapes pointing towards the right.

APPENDICES

A. AACo's global demand and supply trends

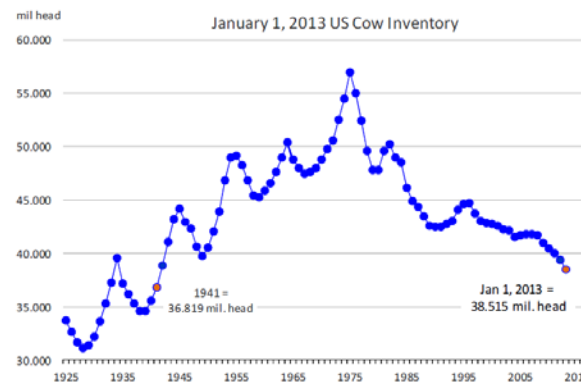
The macro thematic continues to underpin AACo's strategy

Global cattle herd remains stagnant



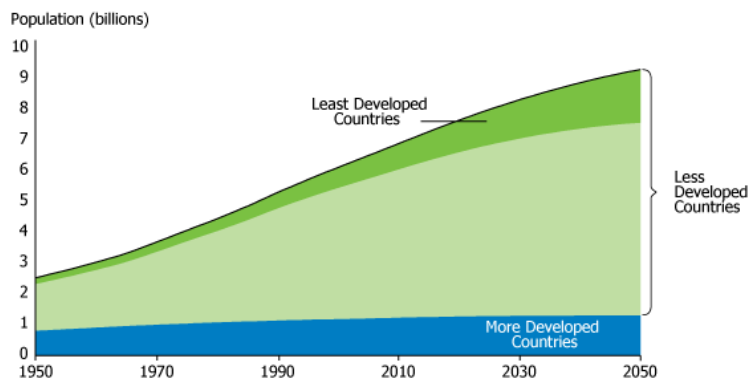
Source: US Department of Agriculture

US Cow Herd continues to decrease



Source: Daily Livestock Report (Steve Meyer & Len Steiner, Adel, IA and Merrimak)

Less developed countries to drive population growth

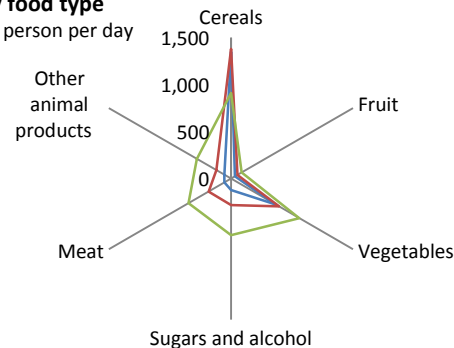


Source: United Nations Population Division, *World Population Prospects: the 2010 revision*

As populations develop they demand more protein

Calorie intake by food type

Kcalories (Kcal) per person per day



— Least developed countries — Developing countries — Developed countries

Source: Food and Agriculture Organisation of the United Nations (FAO); International Monetary Fund (IMF)

B. Risk factors

Risks related to an investment in AACo

This section summarises some of the key risks that may affect the future performance of an investment in AACo. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of the risks faced by AACo or by investors in AACo. If any of the following risks materialise, AACo's business, financial condition and operational results are likely to suffer. There can be no guarantee that AACo will achieve its stated objectives or that any forward looking statements or forecasts will eventuate. You should also consider consulting your financial or legal adviser so as to ensure you understand fully the terms of the Offer and the inherent risks.

Nothing in this presentation is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

1. Operational Risks

1.1 Darwin Abattoir project

AACo's Darwin Abattoir project is in development. There is a risk that the project may not proceed, or may be materially delayed. There is a risk that authorisations and permits required for the Darwin Abattoir project may not be issued, or may be issued on terms or subject to conditions materially different to AACo's current expectations, and where issued may be appealed. If the Darwin Abattoir project is commissioned and completed, the construction time and/or cost may differ materially from AACo's current estimates. The future operational and financial performance of the completed facility may differ materially from AACo's current expectations. Other specific risks associated with the Darwin Abattoir project include labour availability and disputes, availability of supporting infrastructure (e.g. port, gas, rail-crossing), availability of cattle and the establishment of another major beef processing facility. AACo is not able to predict the cost or duration of these potential impacts.

1.2 Adverse weather conditions may negatively affect the price of agricultural commodities and impact AACo's productivity

Adverse weather conditions have historically caused volatility in the agricultural sector. As an agricultural primary producer, AACo has exposure to a number of natural events such as drought, flood, pestilence, disease, fire, temperature fluctuations, hail, rainfall and frost that are beyond its control. AACo's operating results can be negatively impacted due to adverse changes to the weather conditions and other unpredictable factors, which can affect the price and volume of AACo's agricultural products and its operations. It should also be recognised that given the size of AACo's individual stations, the seasonal conditions experienced within a single property can vary substantially at any one time.

1.3 Sale contracts

The majority of AACo's production is sold under short-term contracts to customers in Australia, the United States, Japan and Korea. Major customers, such as meat processors and live exporters, have significant market power when negotiating for the acquisition of cattle. AACo's future profitability could be adversely affected if it is unable to continue to deal with processors in the same manner as it does currently. There is no guarantee that current or future contracts can be negotiated on terms and prices equivalent to AACo's current terms and prices.

B. Risk factors (cont.)

Risks related to an investment in AACo

1.4 Threats to the health and safety of livestock and unforeseen environmental issues

AACo's business is vulnerable to factors which may adversely affect rural production including threats to the health and safety of livestock and other environmental issues. The occurrence of unforeseen natural events such as flood, drought, fire, outbreak of diseases or pestilence, may adversely affect AACo's business, financial condition, results of operations and the demand for AACo's products, resulting in reduced revenues from operations.

1.5 Renewal of pastoral leases

Land held under pastoral leases and similar forms of Crown leasehold in Queensland and the Northern Territory comprise a substantial portion of the assets of the Company. The Northern Territory pastoral leases held by AACo have been granted in perpetuity. There is no automatic right of renewal for the Queensland Crown leases granted to AACo, however (as in previous years) the Company expects these leases will be renewed in due course. In the unlikely event that these are not renewed, AACo's business may be adversely affected.

1.6 Water usage

AACo's operations are heavily dependent on water for both the growth of pasture and crops as well as direct consumption by its cattle. In addition to rainfall, AACo sources water from bores which utilise water stored in sub-artesian and artesian basins and from rivers that flow through its properties. Water licences regulate the water usage demands of properties both upstream and downstream of AACo properties and determine the extent to which water can be pumped from particular rivers. Water licences can take into account a number of considerations including minimum water flows and water height. Depending on water availability, there is the potential that AACo will be unable to access as much water as it desires. There is also the potential that AACo will be either unable to pump water for its operations or the cost of obtaining water increases or becomes prohibitive, with a consequent adverse impact on AACo's financial position. During the last twelve months, the eastern seaboard and northern Australia has experienced a range of seasonal conditions through the course of the year. The drier conditions in particular has moderated pasture availability in the regions. There is no guarantee that weather conditions in these areas or other areas will materially improve in the future.

1.7 Product liability and food safety

AACo produces consumable food products (among other things). Such products are potentially vulnerable to contamination. Such products may also be subject to processing and production defaults against specification. AACo has procedures and policies in place to ensure compliance with relevant consumables standards and to ensure its products are free from contamination. Contamination (or an extortion threat on the basis of an alleged or actual contamination) of any of AACo's products may lead to business interruption, product recalls or liabilities to customers, consumers and other stakeholders. Product contamination (or a related extortion threat) may have a material adverse impact on the operating and financial performance of AACo.

B. Risk factors (cont.)

Risks related to an investment in AACo

1.8 Loss of key personnel

AACo's growth and profitability may be limited by the loss of key management personnel who have particular expertise in the agricultural sector, the inability to attract new suitably qualified personnel or by increased compensation costs associated with attracting and retaining key personnel.

1.9 Occupational health and safety

As a primary producer of agricultural products, AACo's operations may involve processes and materials which are potentially dangerous or involve risks such as personal injury or loss of life or damage to property. If AACo fails to comply with necessary occupational health and safety requirements, it may be liable to pay fines, penalties and compensation and may also suffer reputational damage.

1.10 Industrial disputes, work stoppages and accidents

Interruptions arising from industrial disputes, work stoppages and accidents may result in production losses and delays. Renegotiation of collective agreements may involve or lead to disputes, and increase costs. The availability of suitable labour and operation of supporting infrastructure (eg port) may also be affected by any such events.

1.11 Pressure groups

It is possible that animal rights activist could target AACo with negative sentiments regarding animal husbandry practices or target AACo customers (for example in the live cattle market). Extreme groups could sabotage AACo operations. This could have a detrimental effect in term of costs of defending such actions or re-diverting sales to other markets.

1.12 Insurance risk

AACo maintains insurance coverage in respect of its businesses, properties and assets. Some risks are not able to be insured at acceptable prices. Insurance coverage may not be sufficient and if there is an event causing loss it may be that not all losses will be recoverable.

B. Risk factors (cont.)

Risks related to an investment in AACo

1.13 New business activities and associated transactional risk

AACo's future growth may be a function, in part, of entering new or different businesses. In particular, AACo is seeking to undertake vertical integration in the beef production chain. AACo's ability to achieve such growth will be subject to a range of operational and financial risks, including risks arising from seeking to compete with existing operators in these industries.

AACo's future growth may be a function, in part, of acquisitions of other businesses. Such action could have an adverse impact on AACo's financial position. To the extent AACo may grow through such a transaction, AACo will face the operational and financial risks commonly encountered with such a strategy, including but not limited to, continuity or assimilation of operations and personnel, dissipation of its limited management resources, and impairment of relationships with employees and customers. In addition, depending on the type of transaction, it may take a substantial period of time to completely realise the full benefit of any acquisition. Moreover, during the early period following such a transaction, the operating results of AACo may decrease compared with results attained prior to the transaction.

1.14 Debt and refinancing risk

AACo currently has \$450m in syndicated bank loan facilities that fall due on 8 March 2015. There is no certainty that AACo will be able to refinance these facilities as and when they fall due and that these facilities will be able to be refinanced on terms that are no worse than the current terms.

1.15 Requirement for additional funding

AACo believes that, following completion of the Offer and the issue of the Convertible Note, it will have sufficient funds available to satisfy its anticipated working capital and other expenditure requirements to conduct its business as presently conducted and as anticipated. However, should circumstances arise which necessitate the raising of additional finance by AACo, there can be no assurance that such additional funding will be available on favourable terms or at all. Such a raising may have an adverse impact on AACo's business and on the forecast financial information.

1.16 Capital expenditure

The risk of unforeseen capital expenditure requirements may impact returns to investors.

B. Risk factors (cont.)

Risks related to an investment in AACo

1.17 Dividends

Any future dividend levels will be determined by the AACo Board having regard to its operating results and financial position at the relevant time. There is no guarantee that any dividend will be paid by AACo.

1.18 Litigation and disputes

Legal and other disputes (including industrial disputes) may arise from time to time in the ordinary course of operations. Any such dispute may impact on earnings or affect the value of AACo's assets.

1.19 Fraud, theft and embezzlement

AACo's business is also vulnerable to unforeseeable acts of fraud, theft and/or embezzlement committed by persons employed, or engaged by AACo. By their nature, these types of actions are often intentionally concealed and may be difficult for AACo to detect. The occurrence of acts of criminality or actions contrary to the interests of AACo may adversely impact upon AACo's business, financial condition, and results of operations and may have the effect of materially reducing revenues from operations, in both the short and long term.

B. Risk factors (cont.)

Risks related to an investment in AACo

2. Macroeconomic Risks

2.1 AACo is vulnerable to industry cyclicality and movements in commodity prices and other factors of production

AACo may be adversely affected by changes in the local and international price of commodities, additional raw materials, the cost of energy and other utility costs caused by a variety of regional and global factors that are beyond the company's control, which have in the past, and could in the future, adversely affect margins.

Factors that may adversely affect AACo's property assets and production capabilities include, without limitation:

- adverse changes in weather conditions or the occurrence of certain natural events;
- movements in local cost competitiveness of the Australian agricultural sector as a result of changes in international commodity prices or currency exchange rates;
- threats to the health and safety of livestock and other agricultural produce;
- the level of world cattle inventories; and
- the rate of world economic development, and in particular, economic growth in Asia and Middle Eastern countries.

2.2 Volatility of commodity prices

The financial performance of AACo is influenced by variations in the domestic and international prices paid for the beef produced by AACo as well as the prices for cotton, grain crops and other commodities produced by AACo. For example, major factors that can influence demand and supply in the beef market and, therefore, the price of beef include:

- the level of world cattle inventories;
- consumers' preference for red meat protein (which may change) and the availability of other protein sources;
- the rate of world economic development, and in particular, economic growth in Asian and Middle Eastern countries;
- movements in exchange rate relativities between the currencies of the major cattle and beef export and import countries; and
- competition from alternative food sources.

AACo has a policy whereby it will forward sell a proportion of its cattle sales. However, beyond this activity, the Company does not specifically hedge beef prices. Accordingly, a significant reduction in beef prices could have a major adverse impact on AACo's financial condition and results of operations.

B. Risk factors (cont.)

Risks related to an investment in AACo

2.3 AACo is subject to global and regional economic downturns

AACo's business is sensitive to global and regional economic conditions. The level of economic activities may be affected by a number of factors, such as gross domestic product, interest rates, input cost inflation, foreign currency exchange rates, tax rates and commodity prices and other matters outside AACo's control. AACo is not able to predict the timing, extent or duration of the economic cycles and markets in which it operates or will operate in the future.

The Australian and global economies continue to experience challenging economic conditions. Any further deterioration of global or regional economies may have a material adverse effect on the performance of AACo's business.

2.4 International trade

AACo products are exported to a number of countries each of which has separate regulatory regimes. These regimes often include factors such as quota limitations and other compliance issues, and may include the imposition of tariffs and free trade agreements which reduce AACo's international competitiveness, the impact of inter-government relations as well as access to key markets. A significant change in any of these may have an adverse effect on AACo's business.

2.5 Foreign exchange and interest rate risk

AACo has a direct and indirect exposure to foreign exchange risk through primary and secondary price risk. Proceeds from sales can decrease and costs of inputs can increase due to changes in exchange rates. In addition, under AACo's debt financing facilities, AACo is exposed to increases in interest rates. This exposure may be managed using interest rate hedging. However, the cost of hedging may increase and AACo may have some interest payments which are unhedged and this may result in an adverse impact on its financial performance.

2.6 Competition

AACo faces competition in the markets in which it operates. Competition from Australian and international agri-businesses may affect the cash flow and earnings which AACo will realise from its operations. AACo may also encounter competition from other Australian and international agri-businesses for the acquisition of new projects, affecting its ability to acquire new interests on acceptable terms.

2.7 Consumer preferences and perceptions

AACo's business may be affected by changes in consumer tastes, local, regional, national economic conditions and demographic trends. If health, dietary or religious preferences cause consumers to avoid or prefer AACo's products in favour of alternative products, this may have a material adverse impact on AACo's operating and financial performance.

B. Risk factors (cont.)

Risks related to an investment in AACo

3. Regulatory Risks

3.1 Environmental regulations

National and local environmental laws and regulations affect nearly all of AACo's operations. These laws and regulations set various standards governing certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remedy current and former facilities and locations where operations are or were conducted. Significant liability could be imposed on AACo for damages, clean-up costs or penalties including in the event of certain environmental damage caused by previous owners of property acquired by AACo or non-compliance by AACo with environmental laws or regulations (which may affect AACo's renewal of pastoral leases, among other things).

3.2 Native title

Native title claims have been lodged (or may be lodged) in relation to a number of properties held by AACo and its subsidiaries under pastoral leases and similar forms of Crown leasehold. Native title may continue to exist in relation to some or all of these areas, although it is likely to be on a limited and non-exclusive basis. While the outcome or date of any determination can't be forecast, if a particular native title claim is successful, the rights of leaseholders such as AACo will generally prevail to the extent of any inconsistency with native title rights and interests. As the majority of native title claims are resolved through a consent determination (a type of agreement between the parties), the State and respondents (such as pastoralists) seek to demonstrate and agree with claimants the validity of their interests and how these inter-relate with native title interests such that they are adequately recognised in the determination.

3.3 Taxation implications

Future changes in taxation laws, including changes in interpretation or application of those laws by the court or taxation authorities may affect taxation treatment of an investment in AACo's securities, or the holdings and disposal of those securities. Tax considerations may differ between security holders, therefore, prospective investors are encouraged to seek professional tax advice in connection with any investment in securities. Further, changes in tax law, or changes in the way tax law is, or is expected to be, interpreted in the various jurisdictions in which AACo will operate, may impact the future tax liabilities of AACo. Those laws may also adversely affect the taxation treatment of entities in AACo and that may in turn adversely affect the value of AACo's securities or distributions on those securities.

B. Risk factors (cont.)

Risks related to the capital raising

3.4 Public administrative policy and legislation

Any government, government authority or other enforcement agency may repeal, amend, enact or promulgate laws or regulations, or issue a revised or new interpretation of a law or regulation which may affect AACo and the structure of AACo's business operations. Such a decision may have a considerable adverse impact on AACo's financial performance and results of operations as a consequence of the additional costs associated with regulatory compliance or otherwise. There is also a risk that a government, government agency or an administrative authority with the power to make decisions regarding the various accreditations and licences required by AACo to conduct its operations (including, but not limited to, all of the necessary accreditations and licences associated with the Darwin Abattoir project and its subsequent operations), and may make a decision to refuse to grant, renew or otherwise place restrictive conditions or covenants upon accreditations or licenses which are necessary for AACo to conduct part or all of its operations.

3.5 Application of Accounting Standards

As a company with Biological Assets as defined by the Australian Accounting Standards Board ("AASB"), AACo is required to adopt AASB 141 Agriculture. Adoption of this Standard is compulsory and it applies to a variety of industries including viticulture, timber plantations, the production of all agricultural crops, for example cotton and soy beans, as well as the beef production industry.

The impact of AASB 141 Agriculture is that following the occurrence of certain events, the Income Statement can vary significantly from the Statement of Cash Flows because AASB 141 Agriculture effectively takes to profit and loss unrealised gains and losses resulting from the marked to market movement in the underlying commodity price. Investors should be aware that, under AASB 141 Agriculture, it is conceivable that AACo's Income Statement could present a loss while the Statement of Cash Flows presents strong cash flow and vice versa.

3.6 Changes to accounting standards

AACo is subject to the usual business risk that there may be changes to accounting standards which have an adverse impact on AACo.

3.7 Carbon Tax implications

In common with all Australian businesses, AACo currently experiences the Australian carbon tax via higher costs for its energy consumption. There are proposals to reduce this regulatory impost but there is a risk of future tax increases. Also, AACo produces substantial agricultural emissions, for example livestock methane production or land use methods. These are currently exempt from the carbon tax, instead being eligible to participate in the Carbon Farming Initiative, under which carbon reduction projects can earn carbon credits, which can be sold on carbon markets. There is a risk of future carbon policy seeking to directly tax or regulate agricultural emissions. However, in global carbon markets (for example the EU) agricultural emissions are exempt, as is the case with the carbon policies of both major Australian political parties.

B. Risk factors (cont.)

Risks related to the capital raising

4. Financial Market Risks

4.1 ASX market volatility

The market price of AACo's shares may fluctuate due to various factors including general movements in commodity prices, the Australian and international investment markets, Australian and international economic conditions and outlook, changes in interest rates and the rate of inflation, changes in government regulation and policies, global geopolitical events and hostilities, consumer confidence, investor perceptions and other factors that may affect AACo's financial performance and position. The market price of AACo's shares could trade on ASX at a price below their issue price. Returns from an investment in AACo shares will depend on general share market and economic conditions as well as the specific performance of AACo. There can be no guarantee that an active market in the shares will continue or that the price of the shares will increase.

No assurances can be given that the New Shares will trade at or above the offer price under the Offer. None of AACo, its Board or any other person guarantees the market performance of the New Shares.

4.2 Dilution risk

You should note that if you do not take up all or part of those New Shares offered to you under the Entitlement Offer, then your percentage shareholding in AACo will be diluted by not participating to the full extent in the Entitlement Offer and you will not be exposed to future increases or decreases in AACo's share price in respect of those New Shares which would have been issued to you had you taken up all of your entitlement.

B. Risk factors (cont.)

Risks related to the capital raising

5. Transactional Risk

5.1 Underwriting risk

The Underwriting Agreement sets out various events, the occurrence of which will entitle the Underwriter to terminate the Underwriting Agreement. Accordingly, there is a risk that the Underwriter may terminate its obligations under the Underwriting Agreement if, amongst others, any of the following events occur:

- a regulatory body holds or gives notice of intention to hold any investigation in relation to the Offer or the Offer documents or the Takeovers Panel makes an order in respect of the Offer;
- trading in AACo on the ASX is suspended or AACo is delisted, removed from quotation or withdrawn from admission to trading status;
- ASX refuses to grant (on customary terms) approval for the official quotation of the New Shares on or prior to the relevant date;
- AACo withdraws the Offer or part of the Offer;
- a material adverse change occurs (or is likely to occur) in respect of AACo or its related bodies corporate, between the date of the Underwriting Agreement and settlement of the Retail Offer;
- the Offer timetable is delayed;
- AACo does not provide the Underwriter with a certificate confirming certain matters in the Underwriting Agreement, at 9.00am on each Settlement Date, or any certificate when given is false, misleading or inaccurate in any material respect;
- AACo or one of its major subsidiaries becomes (or is likely to become) insolvent;
- there is a change in the chief financial officer or chairman of AACo (except as disclosed to the Underwriter prior to the date of the Underwriting Agreement);
- AACo has not received valid applications in respect of all pre-committed shares by the relevant closing date for acceptances; or
- the Convertible Note Subscription Agreement with the AA Trustee is varied, rescinded, altered or amended without the consent of the Underwriter (not to be unreasonably withheld or delayed) or breached or found to be void or voidable;
- the Underwriter also has some additional termination rights, including the right to terminate where the Offer documents are or become defective or the Offer ceases to comply with the relevant laws or the ASX Listing Rules, AACo fails to perform its obligations under the Underwriting Agreement or any representation or warranty given by AACo under the agreement becomes untrue or incorrect, AACo or any of its directors engage in any fraudulent conduct or activity or are charged with a criminal offence relating to a financial or corporate matter or are disqualified from managing a corporation, there is a change in law, a new circumstance which is adverse to investors (and would have been included in the Offer documents if it had arisen prior to the Announcement Date) or an adverse change or disruption to the (domestic or international) financial markets, political or economic conditions – including any national emergency, hostilities, terrorist act, general moratorium on commercial banking activities or suspension of quoted securities on major stock exchanges, in relevant countries. However, the Underwriter will only be able to terminate for these other circumstances if it has or is likely to have a material adverse effect on the success of the Offer, the likely price at which the New Shares and Additional New Shares will trade on ASX, the ability of the Underwriter to settle the Offer, or where they may give rise to liability of the Underwriter.

B. Risk factors (cont.)

Risks related to the capital raising

6. Other Risks and disclosures

6.1 Other external factors

Other external factors may impact AACo's performance, including changes or disruptions to political, regulatory, legal or economic conditions or to national and international markets. Natural phenomenon such as fire, earthquake, flood or cyclone may occur and some of the assets of AACo may not be insured for such an event. Events of this nature can affect a party's ability to perform its contractual obligations.

C. International offer restrictions

This document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

United States

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By accepting this presentation, you agree to be bound by the foregoing limitations.

Bahamas

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China

The information in this document does not constitute a public offer of the New Shares, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The New Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

European Economic Area - Belgium, Denmark, Germany, Luxembourg and Netherlands

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to produce a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 *et seq.* of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

C. International offer restrictions (cont.)

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Indonesia

A registration statement with respect to New Shares has not been, and will not be, filed with the Capital Market and Financial Institutions Supervisory Agency (Bapepam-LK) of the Republic of Indonesia. Therefore, New Shares may not be offered or sold or be the subject of an invitation for subscription or purchase. Neither this document nor any other document relating to the offer or sale, or invitation for subscription or purchase, of New Shares may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian citizens, corporations or residents, except in a manner that will not be considered as a "public offer" under the law and regulations in the Republic of Indonesia.

Ireland

The information in this document does not constitute a prospectus under any Irish laws or regulations and this document has not been filed with or approved by any Irish regulatory authority as the information has not been prepared in the context of a public offering of securities in Ireland within the meaning of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the "Prospectus Regulations"). The New Shares have not been offered or sold, and will not be offered, sold or delivered directly or indirectly in Ireland by way of a public offering, except to "qualified investors" as defined in Regulation 2(l) of the Prospectus Regulations.

Italy

The offering of the New Shares in the Republic of Italy has not been authorized by the Italian Securities and Exchange Commission (Commissione Nazionale per le Società e la Borsa, "CONSOB") pursuant to the Italian securities legislation and, accordingly, no offering material relating to the New Shares may be distributed in Italy and the New Shares may not be offered or sold in Italy in a public offer within the meaning of Article 1.1(t) of Legislative Decree No. 58 of 24 February 1998, as amended ("Decree No. 58"), other than:

- to qualified investors ("Qualified Investors"), as defined in Article 100 of Decree No. 58 by reference to Article 34-ter of CONSOB Regulation no. 11971 of 14 May 1999, as amended ("Regulation No. 11971"); and
- in other circumstances that are exempt from the rules on public offer pursuant to Article 100 of Decree No. 58 and Article 34-ter of Regulation No. 11971.

Any offer, sale or delivery of the New Shares or distribution of any offer document relating to the New Shares in Italy (excluding placements where a Qualified Investor solicits an offer from the issuer) under the paragraphs above must be:

- made by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with Legislative Decree No. 385 of 1 September 1993 (as amended), Decree No. 58, CONSOB Regulation No. 16190 of 29 October 2007 (as amended) and any other applicable laws; and
- in compliance with all relevant Italian securities, tax and exchange controls and any other applicable laws.

Any subsequent distribution of the New Shares in Italy must be made in compliance with the public offer and prospectus requirement rules provided under Decree No. 58 and the Regulation No. 11971, unless an exception from those rules applies. Failure to comply with such rules may result in the sale of such New Shares being declared null and void and in the liability of the entity transferring the New Shares for any damages suffered by the investors.

Japan

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "FIEL") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

Malaysia

This document may not be distributed or made available in Malaysia. No approval from the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to an exemption from the prospectus requirements under the Malaysian Capital Markets and Services Act.

C. International offer restrictions (cont.)

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand).

The New Shares in the entitlement offer are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

Other than in the entitlement offer, New Shares may be offered and sold in New Zealand only to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company ("initial securities") in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Sweden

This document has not been, and will not be, registered with or approved by Finansinspektionen (the Swedish Financial Supervisory Authority). Accordingly, this document may not be made available, nor may the New Shares be offered for sale in Sweden, other than under circumstances that are deemed not to require a prospectus under the Swedish Financial Instruments Trading Act (1991:980) (Sw. lag (1991:980) om handel med finansiella instrument). Any offering of New Shares in Sweden is limited to persons who are "qualified investors" (as defined in the Financial Instruments Trading Act). Only such investors may receive this document and they may not distribute it or the information contained in it to any other person.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Arab Emirates

Neither this document nor the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has the Company received authorization or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the New Shares within the United Arab Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the New Shares, including the receipt of applications and/or the allotment or redemption of New Shares, may be rendered within the United Arab Emirates by the Company.

No offer or invitation to subscribe for New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

C. International offer restrictions (cont.)

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.