



Australian Agricultural Company Limited

ABN 15 010 892 270

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX Announcement

20 September 2013

ENTITLEMENT OFFER – RETAIL OFFER BOOKLET

Attached is a copy of the Retail Offer Booklet associated with the accelerated non-renounceable pro-rata entitlement offer announced by Australian Agricultural Company Limited (“**AACo**”) (ASX: AAC) on 12 September 2013.

A printed copy of the Retail Offer booklet will be sent to all eligible retail shareholders.

For further information about AACo, the entitlement offer, or the capital raising generally, please contact:

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AUSTRALIAN AGRICULTURAL COMPANY LIMITED
ACN 010 892 270



Retail Offer Booklet

7 for 10 accelerated non-renounceable pro-rata entitlement offer
at an issue price of \$1.00 per new share to raise \$219.2 million.

The Retail Offer opens on 20 September 2013. The Retail Offer closes at
5.00pm (AEDT) on 8 October 2013 (unless extended).

UBS AG, Australia Branch, Sole Lead Manager and Underwriter

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THIS RETAIL OFFER BOOKLET REQUIRES YOUR IMMEDIATE ATTENTION. IT IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY A PERSONALISED ENTITLEMENT AND ACCEPTANCE FORM AND BOTH SHOULD BE READ IN THEIR ENTIRETY. THIS RETAIL OFFER BOOKLET IS NOT A PROSPECTUS UNDER THE CORPORATIONS ACT AND HAS NOT BEEN LODGED WITH ASIC. PLEASE CALL YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISER OR THE AACO OFFER INFORMATION LINE ON 1300 302 876 (WITHIN AUSTRALIA) OR +61 2 8767 1022 (FROM OUTSIDE AUSTRALIA) AT ANY TIME FROM 9.00AM TO 5.00PM (AEDT) MONDAY TO FRIDAY DURING THE RETAIL OFFER PERIOD.

IMPORTANT INFORMATION

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Retail Offer Booklet was lodged with the ASX on 20 September 2013. ASX takes no responsibility for the contents of this Retail Offer Booklet. This Retail Offer Booklet has not been lodged with ASIC. ASIC takes no responsibility for the contents of this Retail Offer Booklet.

This Retail Offer Booklet is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares or Additional New Shares (if applicable). The information in this Retail Offer Booklet does not constitute a securities recommendation or financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to (and does not) provide financial product advice in respect of the New Shares or Additional New Shares. Nevertheless, this Retail Offer Booklet contains important information and requires your immediate attention.

Before you decide whether to apply to subscribe for New Shares or Additional New Shares, you should:

- read this Retail Offer Booklet in its entirety, including the risk factors outlined in the Investor Presentation which was released to ASX by the Company on 12 September and is included in Section 2 of this Retail Offer Booklet; and
- conduct your own independent review, investigation and analysis of the Company, the New Shares and the Additional New Shares which are the subject of the Entitlement Offer, including in relation to the Company's continuous disclosure documents lodged with ASX, and consider whether the New Shares or Additional New Shares (if applicable) are a suitable investment for you in light of your own investment objectives, financial circumstances and particular needs (having regard to the merits or risks involved).

If you are in any doubt as to how to deal with this Retail Offer Booklet, you should consult your professional adviser without delay. The New Shares and Additional New Shares offered are of a speculative nature.

By returning a personalised Entitlement and Acceptance Form or otherwise arranging for payment for your New Shares (and Additional New Shares, if applicable) in accordance with the instructions on the personalised Entitlement and Acceptance Form, you acknowledge that you have received and read this Retail Offer Booklet, you have acted in accordance with the terms of the Entitlement Offer detailed in this Retail Offer Booklet and you agree to all of the terms and conditions as detailed in this Retail Offer Booklet.

OVERSEAS SHAREHOLDERS

This Retail Offer Booklet and the Entitlement and Acceptance Form do not, and are not intended to, constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or in any other place or jurisdiction in which, or to any person to whom, such offer or sale would be unlawful.

No action has been taken to register or qualify the Entitlement Offer, the New Shares or the Additional New Shares, or otherwise permit a public offering of the New Shares and Additional Shares, in any jurisdiction outside of Australia and New Zealand. The Retail Offer is only being made to retail Shareholders with a registered address in Australia and New Zealand. The distribution of this Retail Offer Booklet and the Entitlement and Acceptance Form (including electronic copies) outside Australia and New Zealand may be restricted by law. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The Company reserves the right to treat as invalid any Entitlement and Acceptance Form that appears to the Company or the Company's agents to have been submitted in violation of any applicable securities laws. Please refer to Section 4.14 of this Retail Offer Booklet for further detail.

Eligible Retail Shareholders (including nominees, custodians and trustees) holding Shares on behalf of persons who are resident outside Australia or New Zealand are responsible for ensuring that any dealing with New Shares (and Additional New Shares, if applicable) issued under the Retail Offer does not breach the laws and regulations in the relevant overseas jurisdiction, and should observe any applicable restrictions relating to the purchase of New Shares or the distribution of this Retail Offer Booklet or the Entitlement and Acceptance Form. The making of an Application (whether by the return of a duly completed Entitlement and Acceptance Form or making a BPAY®¹ payment in accordance with the instructions on the Entitlement and Acceptance Form) will constitute a representation that there has been no breach of such laws or regulations. Shareholders who are nominees, custodians or trustees should observe any applicable restrictions relating to the purchase of New Shares or the distribution of this Retail Offer Booklet or the Entitlement and Acceptance Form.

¹ Registered to BPAY Pty Limited ABN 69 079 137 518.

In particular, Shareholders who are nominees, custodians or trustees, may not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to, or otherwise purchase New Shares or Additional New Shares on behalf of, any person in Malaysia or the United States. Please refer to Section 4.11 of this Retail Offer Booklet for further detail.

NEW ZEALAND

The New Shares are not being offered or sold to the public within 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).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

UNITED STATES

Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. This Retail Offer Booklet and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares (and the Additional New Shares, if any) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares (and the Additional New Shares, if any) may not be offered and sold, directly or indirectly, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdictions in the United States. Accordingly, the New Shares and Additional New Shares (if applicable) offered in the Retail Offer may only be offered and sold to Eligible Retail Shareholders that are outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act) in compliance with Regulation S under the US Securities Act.

INFORMATION PUBLICLY AVAILABLE

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the ASX website: www.asx.com.au). See Section 4.15 of this Retail Offer Booklet. The contents of any website screen or ASIC or ASX filing by the Company are not incorporated into this Retail Offer Booklet and do not constitute part of the Entitlement Offer. Regardless, this Retail Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been lodged with ASX. Investors should therefore have regard to the other publicly available information relating to the Company before making a decision whether or not to invest in New Shares (and Additional New Shares, if applicable) or the Company. Some of the risk factors that should be considered by potential investors are outlined in the Investor Presentation in Section 2 of this Retail Offer Booklet.

NO REPRESENTATIONS OTHER THAN AS SET OUT IN THIS RETAIL OFFER BOOKLET

No person is authorised to give any information or make any representation in connection with the Retail Offer which is not contained in this Retail Offer Booklet. Any such extraneous information or representation may not be relied upon.

The Underwriter has not authorised, permitted or caused the issue, lodgement, submission, despatch or provision of this Retail Offer Booklet. The Underwriter does not make, or purport to make, any statement in this Retail Offer Booklet, and there is no statement in this Retail Offer Booklet which is based on any statement by the Underwriter. To the maximum extent permitted by law, the Underwriter expressly disclaims all liability in respect of, makes no representations regarding, and takes no responsibility for, any part of this Retail Offer Booklet.

PAST PERFORMANCE

Investors should note that the past share price performance of the Company provides no guarantee or guidance as to future share price performance. Past performance information given in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Retail Offer Booklet is, or is based upon, information that has been released to the market. For further information, please see the Company's continuous disclosure documents released to the ASX.

FORWARD LOOKING STATEMENTS

This Retail Offer Booklet may contain certain “forward-looking statements” with respect to the financial condition, results of operations and business of AACo and certain plans and objectives of the management of AACo, including AACo’s strategy and its proposed implementation and expected outcomes and the construction of the Darwin Abattoir. The words “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “project”, “opinion”, “predict”, “outlook”, “guidance”, “intend”, “should”, “could”, “may”, “strategy”, “target”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements, and include statements in this Retail Offer Booklet regarding the conduct and outcome of the capital raising, the use of proceeds, and AACo’s outstanding debt. Other forward looking statements in this Retail Offer Booklet include statements about industry trends, including global supply and demand trends, which are based on interpretations of current market conditions and should be treated with caution.

You are cautioned not to place undue reliance on forward-looking statements as actual outcomes may differ materially from forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet necessarily involve uncertainties, assumptions, contingencies and other factors and unknown risks, including the risks described in the “Risk Factors” section of the Investor Presentation, many of which are outside the control of AACo. Such factors may cause the actual results or performance of AACo to be materially different from any future results or performance expressed or implied by such forward-looking statements. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive. Such forward-looking statements speak only as of the date of this Retail Offer Booklet.

AACo disclaims any responsibility for the accuracy or completeness of any forward-looking statements. AACo disclaims any intent or obligation to update publicly any forward-looking statements to reflect any change in AACo’s financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law.

The forward-looking statements are based on information available to the Company as at the date of this Retail Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to provide any additional, updated or supplementary information whether as a result of new information, future events or results or otherwise.

NO RIGHTS TRADING

Entitlements are non-renounceable and cannot be traded on the ASX or any other exchange, nor can they be privately transferred. You cannot withdraw your Application for New Shares (and Additional New Shares, if applicable) once it has been submitted (except as permitted by law).

ELIGIBILITY

This Retail Offer Booklet and the Entitlement and Acceptance Form sets out the Entitlement of an Eligible Retail Shareholder to participate in the Retail Offer.

Please read the instructions in this Retail Offer Booklet and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

ENTIRE AGREEMENT

The terms contained in this Retail Offer Booklet constitute the entire agreement between the Company and you as to the Retail Offer and your participation in the Retail Offer to the exclusion of all prior representations, understandings and agreements between the Company and you (if any).

GOVERNING LAW

This Retail Offer Booklet, the Retail Offer and the contracts formed on acceptance of the Applications are governed by the laws applicable in New South Wales. Each Applicant for New Shares (and Additional New Shares, if applicable) submits to the non-exclusive jurisdiction of the courts of New South Wales.

GLOSSARY

Please refer to the glossary in Section 5 for definitions of terms and abbreviations used in this Retail Offer Booklet.

If you are in any doubt or have any concerns in relation to these matters, you should consult with your stockbroker, accountant or other professional adviser prior to making any investment decision.

CHAIRMAN'S LETTER

20 September 2013

Dear Shareholder

On behalf of the board of directors of Australian Agricultural Company Limited (**AACo** or **the Company**), I would like to invite you to participate in the 7 for 10 fully underwritten accelerated non-renounceable pro-rata entitlement offer of ordinary shares (**New Shares**) at an offer price of \$1.00 per New Share (**Offer Price**) (in all, the **Entitlement Offer**).

AACo's strategic focus is to diversify away from capital intensive primary production and increase its exposure to higher margin, less cyclical opportunities. Vertical integration and overseas market development, supported by a strong balance sheet, are key to achieving this strategy.

On 12 September 2013, AACo announced a capital raising to raise gross proceeds of approximately \$299 million through:

- the Entitlement Offer, which will raise \$219.2 million; and
- the issue of \$80.0 million of subordinated convertible notes maturing in September 2023 (**Convertible Notes**) issued to an existing substantial shareholder of AACo,

(together, the "**Capital Raising**").

The Entitlement Offer is fully underwritten by UBS AG, Australia Branch (**Underwriter**).

The proceeds of the Capital Raising will fund construction and working capital requirements associated with the Darwin Abattoir, which is expected to commence operations by the end of 2014. Furthermore, the proceeds of the Capital Raising will be used to reduce pro-forma gearing from 40.9% to 23.5% (post the expected funding requirement for the Darwin Abattoir),² thereby supporting the refinancing of AACo's existing debt facilities and providing financial flexibility to accelerate AACo's strategy.

The Offer Price represents a 9.1% discount to the theoretical ex-rights price³ of the Company's shares (**Shares**).

As announced on ASX on 16 September 2013, the Company has successfully completed the institutional component of the Entitlement Offer (Institutional Offer). The Institutional Entitlement Offer raised a total of \$129.2 million.

This Retail Offer Booklet relates to the retail component of the Entitlement Offer (**Retail Offer**).

If you are an Eligible Retail Shareholder (see Section 1.1 of the Retail Offer Booklet), you may do any one of the following:

- take up all or part of your Entitlement (see Section 3.1 of the Retail Offer Booklet); or
- take up all of your Entitlement and also apply for Additional New Shares in excess of your Entitlement, up to 50% of your Entitlement (see Section 3.1 of the Retail Offer Booklet) (unless you are a related party of the Company); or
- do nothing and allow your Entitlement to lapse.

If you are an Eligible Retail Shareholder and wish to participate, you need to ensure that your completed personalised Entitlement and Acceptance Form and Application Monies are received by the Share Registry OR that you have paid your Application Monies via BPAY, in accordance with the instructions that are set out on the personalised Entitlement and Acceptance Form and in the Retail Offer Booklet, before the Closing Date (being 5.00pm (AEST) on 8 October 2013).

² Net debt including Convertible Notes/(Net debt including Convertible Notes + book equity).

³ The theoretical ex-rights price (TERP) is the theoretical price at which Shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. The TERP is calculated by reference to AACo's closing price of \$1.17 per share on 11 September 2013, being the last trading day prior to the announcement of the Entitlement Offer.

The Retail Offer closes at 5.00pm (AEDT) on 8 October 2013 (**Closing Date**).

The AA Trust,⁴ which is ultimately controlled by Mr Joseph Lewis (the principal investor and controller of the Tavistock Group),⁵ was a 13.5% shareholder prior to the announcement of the Entitlement Offer, and has committed to:

- take up its Entitlement in full, equating to approximately \$29.6 million, or approximately 29.6 million New Shares; and
- provide a priority sub-underwriting commitment in respect of the Institutional Offer of a further \$34.6 million, or approximately 34.6 million New Shares (which will settle on 26 September 2013).

Please refer to Section 4.3 for further information.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value in respect of those Entitlements they do not take up.

Further details on how to submit your Application are set out in this Retail Offer Booklet. You should consult your stockbroker or other professional adviser to evaluate whether or not to participate in the Retail Offer. You should also refer to the 'Risk Factors' section of the Investor Presentation which was released to ASX on 12 September 2013, and is included in Section 2.

I encourage you to carefully read this Retail Offer Booklet. Should you require further assistance, please contact the AACo Offer Information Line on 1300 302 876 (within Australia) or +61 2 8767 1022 (from outside Australia) at any time from 9.00am to 5.00pm (AEDT) Monday to Friday during the period from and including the date on which the Retail Offer opens until and including the date on which it closes (**Offer Period**).

On behalf of the Company, I thank you for your continued support.

Yours sincerely



Donald McGauchie
Chairman

⁴ A revocable discretionary trust established in the Bahamas. The trustee of the AA Trust is Mr Bryan Ginton.

⁵ Southeast Point Limited (an associate of Mr Lewis) recently transferred its 13.5% shareholding in AACo to the AA Trust.



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Details of the entitlement offer

1. DETAILS OF THE ENTITLEMENT OFFER

1.1 THE ENTITLEMENT OFFER

The Company is conducting a fully underwritten accelerated non-renounceable pro-rata offer of New Shares to Eligible Retail Shareholders. Eligible Retail Shareholders who are on the Company's share register at 7.00pm (AEST) on 17 September 2013 (**Record Date**) will be entitled to apply to subscribe for 7 New Shares for every 10 Shares held, at the Offer Price of \$1.00 per New Share. The Offer Price for each New Share represents a discount of approximately 9.1% to the TERP and is payable in full on Application.

Please refer to the ASX Announcements and Investor Presentation in Section 2 of this Retail Offer Booklet for information regarding the purpose of the Capital Raising (including the Entitlement Offer) and for information on the Company's business, performance, strategy and the risks associated with an investment in the Company. Please refer to Section 1.13 of this Retail Offer Booklet for information on use of proceeds of the Capital Raising, to Section 1.15 for information on the effect of the Capital Raising on the Company's capital structure. You should also consider other publicly available information about the Company available at www.asx.com.au and www.aaco.com.au.

INSTITUTIONAL OFFER

On 12 September 2013, the Company announced the Capital Raising. The successful completion of the institutional portion of the Entitlement Offer was announced on 16 September 2013. The Institutional Offer raised a total of \$129.2 million.

Settlement of the Institutional Offer will occur on 26 September 2013, with allotment and trading expected to occur on the following business day.

RETAIL OFFER

The Retail Offer is fully underwritten and will raise approximately \$90.0 million.

Eligible Retail Shareholders are invited to subscribe for all or part of their Entitlement under the Retail Offer and are being sent this Retail Offer Booklet with a personalised Entitlement and Acceptance Form. Eligible Retail Shareholders may also apply for Additional New Shares in accordance with Section 3.1. The personalised Entitlement and Acceptance Form will show the number of New Shares to which you are entitled.

The Retail Offer is only open to Eligible Retail Shareholders. An Eligible Retail Shareholder is a person who:

- is registered as a holder of Shares as at 7.00pm (AEST) on the Record Date⁶;
- has a registered address on the AACo share register in Australia or New Zealand;
- did not receive an offer (other than as nominee, in respect of other underlying holdings) under the Institutional Offer and was not treated as an Ineligible Institutional Shareholder under the Institutional Offer;
- is not in the United States or acting for the account or benefit of a person in the United States (to the extent such person holds ordinary shares of the Company for the account or benefit of such person in the United States); and
- is eligible under all applicable securities laws to receive an offer under the Retail Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification.

Nominees and custodians should refer to Section 4.11 for further information.

The Retail Offer opens at 9.00am (AEST) on 20 September 2013 and closes at 5.00pm (AEDT) on 8 October 2013.

The Entitlement Offer is non-renounceable. This means it is personal to you and cannot be traded, transferred, assigned or otherwise dealt with. If you do not take up your Entitlement it will lapse and you will not receive any New Shares or Additional New Shares under the Retail Offer.

⁶ In reliance on a confirmation provided by ASX, and for the purposes of determining Entitlements, the Company may ignore changes in security holdings which occur after the date upon which securities are quoted on an 'ex' basis (other than registrations of ASX Trade transactions which were effected before the announcement of the Entitlement Offer).

The Entitlement Offer will be fully underwritten by the Underwriter. Approximately 90 million New Shares are expected to be issued under the Retail Offer (including Additional New Shares) and the Company expects to raise approximately \$90 million before costs under the Retail Offer. The number of New Shares to which you are entitled is shown on the accompanying personalised Entitlement and Acceptance Form.

Existing option holders will not be entitled to participate in the Retail Offer unless they:

- have become entitled to exercise their existing options under the terms of their issue and do so prior to the Record Date; and
- participate in the Retail Offer as a result of being a holder of Shares registered on the register of the Company on the Record Date.

1.2 KEY DATES

The Retail Offer is open for acceptance until 5.00pm (AEDT) on the Closing Date or such other date as the Company, in conjunction with the Underwriter, shall determine, subject to the Corporations Act and the Listing Rules. Other key dates for the Entitlement Offer are as follows:

Announcement of the Offer	12 September 2013
Result of the Institutional Offer announced to the market, trading halt lifted	16 September 2013
Record date (7.00pm, AEST)	17 September 2013
Retail Offer opens and despatch of Retail Offer Booklet	20 September 2013
Settlement of Institutional Offer	26 September 2013
Allotment of Institutional Offer and trading of New Shares under Institutional Offer	27 September 2013
Retail Offer closes (5.00pm, AEDT)	8 October 2013
Settlement of Retail Offer and Convertible Note	15 October 2013
Allotment of Retail Offer	16 October 2013
Normal trading of New Shares under Retail Offer, despatch of confirmation statements	17 October 2013

The timetable outlined above is indicative only and subject to change. All dates and times refer to AEST unless stated otherwise. The Company, in conjunction with the Underwriter, reserves the right to vary these dates, including the Closing Date or accepting late Applications, in each case, either generally or in particular cases, without prior notice but subject to the Corporations Act and the Listing Rules. The Company also reserves the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment of New Shares under the Entitlement Offer. In that event, Application Money will be returned without interest. Please refer to Section 1.11 for further details. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

The commencement of quotation of New Shares and Additional New Shares (if applicable) is subject to confirmation from ASX.

Eligible Retail Shareholders wishing to participate in the Retail Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Offer opens.

If you are in doubt as to whether you should participate in the Retail Offer, you should consult your stockbroker or other professional adviser. If you have any questions, please contact the AACo Offer Information Line on 1300 302 876 (within Australia) or +61 2 8767 1022 (from outside Australia) at any time from 9.00am to 5.00pm (AEDT) Monday to Friday during the Offer Period.

1.3 ENTITLEMENTS

Each Eligible Retail Shareholder who is registered as the holder of Shares at 7.00pm (AEST) on the Record Date is entitled to participate in the Retail Offer. The number of New Shares to which you are entitled (rounded up to the nearest whole New Share) is shown on your personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet.

1.4 PERSONS WITH MORE THAN ONE HOLDING

If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

1.5 TRADING OF NEW SHARES

It is expected that New Shares (and Additional New Shares, if any) issued under the Retail Offer will commence trading on ASX on a normal 'T+3' settlement basis on 17 October 2013. It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares or Additional New Shares (if applicable). The sale by Applicants of New Shares or Additional New Shares (if applicable) prior to the receipt of a holding statement is at the Applicant's own risk.

The Company and the Underwriter will have no responsibility and disclaim all liability (to the maximum extent permitted by law, including for negligence) to persons who trade New Shares or Additional New Shares (as the case may be) before they receive their confirmation of issue, whether on the basis of confirmation of allocation provided by the Company, the Share Registry or the Underwriter or otherwise.

1.6 ADDITIONAL NEW SHARES

Eligible Retail Shareholders who take up all of their Entitlement may also apply for Additional New Shares in excess of their Entitlement (**Retail Oversubscription Facility**), up to 50% of their Entitlement (**the Cap**). The Cap will be applied at the beneficial shareholding level, and AACo reserves all rights to determine which applications for Additional New Shares are made validly within the Cap. Please note that an Eligible Retail Shareholder who is also a related party of the Company is not entitled to apply for Additional New Shares.

Additional New Shares will only be allocated if there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlement and New Shares that could not be taken up by Excluded Retail Shareholders and Ineligible Institutional Shareholders. The allotment of Additional New Shares is at the sole discretion of AACo and any scale-back may be applied in its discretion. Additional New Shares will be allotted with all other New Shares under the Retail Offer on 16 October 2013. There is no guarantee that you will receive any Additional New Shares if you apply for them.

1.7 OPENING AND CLOSING DATES

The Retail Offer will be open for receipt of Applications on 20 September 2013.

The Company expects to accept Applications, including Application Monies, until 5.00pm (AEDT) on 8 October 2013, subject to the Company, in conjunction with the Underwriter, varying the Closing Date in accordance with the Corporations Act and the Listing Rules.

1.8 NON-RENOUNCEABLE

The Entitlement Offer, and your Entitlement, is non-renounceable. This means that the Entitlement Offer is personal to you and cannot be traded, transferred, assigned or otherwise dealt with. Eligible Retail Shareholders are not able to sell or transfer their Entitlements to subscribe for New Shares or Additional New Shares (if applicable). If you are an Eligible Retail Shareholder and you do not take up your Entitlement, it will lapse and you will not receive any New Shares or Additional New Shares (if applicable) under the Retail Offer.

1.9 UNDERWRITING

The Entitlement Offer is fully underwritten by the Underwriter. Any New Shares or Additional New Shares (if applicable) which are not subscribed for by Eligible Retail Shareholders pursuant to their Entitlement or under the Retail Oversubscription Facility will form part of the Shortfall to be taken up by the Underwriter or by sub-underwriters, on the terms and subject to the conditions of the Underwriting Agreement and Sub-underwriting Agreements.

A summary of the Underwriting Agreement, including the events whereby the Underwriter may be released from its obligations under the Underwriting Agreement, is set out in Section 4.2.

1.10 ASX LISTING

The Company has made an application to ASX for Official Quotation of the New Shares. If ASX does not grant quotation for the New Shares, the Company will not allot any New Shares or Additional New Shares (if applicable) and all Application Money will be refunded without interest.

1.11 APPLICATION MONEY

Application Money will be held in trust in a subscription account established and held by the Company on behalf of each Eligible Retail Shareholder until the New Shares or Additional New Shares (if applicable) are issued. If necessary, Application Money will be refunded as soon as reasonably practicable, without interest. Interest earned on any Application Money will be for the benefit of the Company.

1.12 EXCLUDED SHAREHOLDERS

The Company will not make offers under the Retail Offer to:

- retail Shareholders as at the Record Date with a registered address outside Australia or New Zealand; or
- any Shareholders in the United States or that are acting for the account or benefit of a person in the United States,

(together being the **Excluded Retail Shareholders**).

The Company, in conjunction with the Underwriter, has decided that it is not reasonable to extend the Retail Offer to Excluded Retail Shareholders having regard to:

- the number of retail Shareholders outside Australia and New Zealand;
- the number and value of New Shares and Additional New Shares (if applicable) that would be offered to retail Shareholders outside of Australia and New Zealand; and
- the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

The Company may (in its absolute discretion) extend the Retail Offer to any Shareholder in other foreign jurisdictions (subject to compliance with applicable laws) other than the United States.

The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder and is therefore able to participate in the Retail Offer, or an Excluded Retail Shareholder and is therefore unable to participate in the Retail Offer. The Company disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Retail Shareholder or an Excluded Retail Shareholder.

1.13 USE OF PROCEEDS

The proceeds of the Capital Raising (including the Entitlement Offer) will fund construction and working capital requirements associated with the Darwin Abattoir, which is expected to commence operations by the end of 2014. Furthermore, the proceeds of the Capital Raising will be used to reduce pro-forma gearing from 40.9% to 23.5% (post the expected funding requirement for the Darwin Abattoir)⁷, thereby supporting the refinancing of AACo's existing debt facilities and providing financial flexibility to accelerate AACo's strategy.

Please refer to the ASX Announcements and Investor Presentation in Section 2 for further information regarding the proposed use of proceeds of the Capital Raising, and importantly, the risks associated with an investment in the Company.

1.14 RANKING OF NEW SHARES AND ADDITIONAL NEW SHARES

The New Shares and Additional New Shares (if applicable) will be fully paid and will rank equally with the Company's existing Shares. The rights attaching to the New Shares and the Additional New Shares (if applicable) will be the same as the rights attaching to existing Shares.

⁷ Net debt including Convertible Notes/(Net debt including Convertible Notes + book equity).

1.15 EFFECT OF THE ENTITLEMENT OFFER ON THE COMPANY'S CAPITAL STRUCTURE

The principal effect of the Entitlement Offer on the Company's capital structure will be to increase the total number of issued Shares. The following table sets out the number of issued Shares at the Record Date and the expected total number of issued Shares at the completion of the Entitlement Offer, based on the maximum number of New Shares and Additional New Shares (if applicable) that may be issued under the Entitlement Offer (assuming no options are exercised):

Shares	Number of Shares
Shares on issue at the Record Date	313,113,358
Maximum number of Shares that may be issued under the Entitlement Offer	219,179,351
Number of Shares upon completion of the Entitlement Offer	532,292,709

The final number of New Shares and Additional New Shares (if applicable) to be issued under the Entitlement Offer is subject to reconciliation.

In addition to the Shares listed above, the Company has the following securities not listed on ASX:

Options	Number
Unissued ordinary shares under options and performance rights	2,762,491

As at the date of this Retail Offer Booklet, the Company had 2,161,429 options on issue.

The exercise price of all options and the number of the underlying shares to which the options relate will be adjusted in accordance with the ASX Listing Rules following the Entitlement Offer, in accordance with their terms. The options do not carry an entitlement to participate in the Entitlement Offer.

Existing option holders will not be entitled to participate in the Retail Offer unless they:

- have become entitled to exercise their existing options under the terms of their issue and do so prior to the Record Date; and
- participate in the Retail Offer as a result of being a holder of Shares registered on the register of the Company on the Record Date.

In addition to the Entitlement Offer, the Company will also be issuing the Convertible Note which may also have an effect on the Company's capital structure. If the Convertible Notes are converted in full (subject to the terms of the Convertible Note and applicable legal restrictions), this would entitle the holder to acquire a maximum of 69.6m additional AACo shares.

Please refer to Section 4.2 of the Investor Presentation for more information regarding the Convertible Notes.

1.16 HOLDING STATEMENTS

Holding Statements are expected to be dispatched to Eligible Retail Shareholders on 17 October 2013 in respect of New Shares and Additional New Shares (if applicable) allotted under the Retail Offer.

It is the responsibility of each successful Applicant to confirm their holding before trading in New Shares or Additional New Shares (if applicable). Successful Applicants who sell New Shares or Additional New Shares (if applicable) before receiving a Holding Statement do so at their own risk, even if they have obtained details of their holding from the AACo Offer Information Line.

1.17 WITHDRAWAL OF THE ENTITLEMENT OFFER

The Company reserves the right to withdraw the Entitlement Offer at any time prior to the issue of any New Shares or Additional New Shares (if applicable), in which case, the Company will refund any Application Money without interest.

1.18 ENQUIRIES

If you have any enquiries in relation to the personalised Entitlement and Acceptance Form or your Entitlement, please contact the AACo Offer Information Line on 1300 302 876 (within Australia) or +61 2 8767 1022 (from outside Australia) at any time from 9.00am to 5.00pm (AEDT) Monday to Friday during the Offer Period or consult your professional adviser.



2.

**ASX
announcements
and investor
presentation**



Australian Agricultural Company Limited

ABN 15 010 892 270

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX ANNOUNCEMENT

12 September 2013

STRATEGY UPDATE AND CAPITAL RAISING

Australian Agricultural Company Limited ("**AACo**" or the "**Company**") (ASX: AAC) today announced that it will accelerate its vertical integration strategy, and raise approximately \$299 million to significantly strengthen the Company's balance sheet ("**Capital Raising**").

The Capital Raising comprises:

- a \$219.2 million fully underwritten 7 for 10 accelerated non-renounceable entitlement offer ("**Entitlement Offer**"); and
- the issue of \$80.0 million of subordinated convertible notes maturing in September 2023 ("**Convertible Notes**").

The net proceeds of the Capital Raising will be applied to:

- fund the remaining capital expenditure (approximately \$67 million) and working capital requirements (approximately \$20 million) associated with the Darwin Abattoir (totalling approximately \$87 million);¹
- reduce net debt in order to support a future refinancing of its existing debt facilities; and
- increase its financial flexibility to pursue its vertical integration strategy.

The Capital Raising will reduce adjusted March 2013 gearing from 40.9% to 23.5%², post the expected funding requirement for the Darwin Abattoir.

STRATEGY UPDATE

The majority of AACo's assets are currently concentrated in capital intensive primary production with a high degree of exposure to variable climatic conditions and domestic cattle prices. Furthermore, AACo's current balance sheet position limits its strategic flexibility.

AACo's strategy is to diversify away from capital intensive primary production by increasing its exposure to higher margin, less cyclical assets with a higher return on capital. The primary focus is on vertical integration of AACo's beef business, including:

- capturing additional margin from downstream processing (including by-products);
- increased direct access to international export markets, in particular in Asia;

¹ Subject to change depending on final determination of scope and project costs. Excludes any potential increase of livestock on stations to support abattoir throughput.

² Net debt including Convertible Note / (Net debt including Convertible Note + Book equity)

- improved productivity from managing supply chains across its pastoral, feedlot and processing assets; and
- focus on brand and market development to facilitate new and stronger relationships with high value food services customers in overseas markets.

The development of the previously announced Darwin Abattoir is core to this vertical integration strategy and will provide beef processing capacity in close proximity to Asian export destinations. The Darwin Abattoir will be the only substantial beef processing asset in northern Australia and, when completed, is designed to have processing capacity of over 200,000 head per annum. Operations at the Darwin Abattoir are expected to commence during the second half of calendar year 2014 (1HFY15).

ENTITLEMENT OFFER

AACo has launched a fully underwritten 7 for 10 accelerated non-renounceable Entitlement Offer to raise approximately \$219.2 million. The Entitlement Offer will consist of an accelerated institutional component ("**Institutional Offer**") and a retail component ("**Retail Offer**"). Both the Institutional Offer and the Retail Offer are fully underwritten.

The offer price of \$1.00 ("**Offer Price**") per share ("**New Share**") represents a discount of 9.1% to the Theoretical Ex Rights Price (TERP)³ of \$1.10 per share.

Eligible shareholders will be able to purchase 7 New Shares for every existing 10 AACo shares held on the record date of 7.00pm (AEST) on 17 September 2013 ("**Record Date**") (for each shareholder, their "**Entitlement**").

New Shares will be fully paid and rank equally in all respects with existing AACo ordinary shares from allotment.

Institutional Offer

Eligible institutional shareholders will be invited to participate in the Institutional Offer which will take place on 12 September 2013. Eligible institutional shareholders can choose to take up all, part or none of their Entitlements. A shortfall bookbuild will be conducted in relation to Entitlements not taken up by eligible institutional shareholders under the Institutional Offer beyond the AA Trust's priority sub-underwriting commitment (detailed below). As the Entitlement Offer is non-renounceable, there will be no trading of Entitlements.

Retail Offer

Eligible retail shareholders with a registered address in Australia or New Zealand on the Record Date will be invited to participate in the Retail Offer which will take place from 20 September 2013 to 8 October 2013. Eligible retail shareholders will have the opportunity to participate at the same Offer Price and the same offer ratio as the Institutional Entitlement Offer.

Under the Retail Offer, Eligible retail shareholders (other than related parties of AACo) may also apply for additional New Shares in excess of their Entitlement up to a maximum of 50% of their Entitlement ("**Additional New Shares**"). The allocation of Additional New Shares and any scale back will be subject to the availability of Additional New Shares and any scale back will be applied by AACo in its sole discretion.

Eligible retail shareholders are encouraged to carefully read the Retail Offer Booklet for further details relating to the Retail Offer. AACo expects to lodge the Retail Offer Booklet with the ASX and despatch to retail shareholders on or about 20 September 2013. Copies of the Offer Booklet will be available on the AACo website at www.aaco.com.au from 20 September 2013.

Further information, including investment considerations and risks associated with the Entitlement Offer, is included in the investor presentation lodged with the ASX today.

³ 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 and the actual price at which AACo Shares will trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to AACo's closing price on 11 September 2013.

Major shareholder support for the Entitlement Offer

The AA Trust⁴, which is ultimately controlled by Mr Joseph Lewis (the principal investor and controller of the Tavistock Group)⁵, is a 13.5% shareholder prior to the announcement of the Entitlement Offer, and has committed to:

- take up its entitlement in full, equating to approximately \$29.6 million, or approximately 29.6 million New Shares; and
- provide a priority sub-underwriting commitment in respect of the Institutional Offer of a further \$34.6 million, or approximately 34.6 million New Shares.

The AA Trust's percentage shareholding in AACo is expected to be, and will not exceed, 19.99% as a result of the Entitlement Offer and sub-underwriting. The AA Trust will also subscribe for the Convertible Notes – see below for further information.

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: "*IFFCO Felda remains committed to its shareholding in AACo.*"

CONVERTIBLE NOTE

As part of the Capital Raising, AACo will issue \$80.0 million of Convertible Notes to the AA Trust.

The key details of the Convertible Notes are:

- 10 year maturity (30 September, 2023) where the holder may elect to cause redemption at the 5th anniversary of the issue date and annually thereafter;
- floating rate coupon at AUD denominated 6 month BBSW plus 0.15% subject to a floor of 3.0% per annum;
- fixed conversion price of \$1.15 per AACo share representing a 4.5% premium to TERP (subject to adjustment in certain circumstances);
- each Convertible Note shall entitle the holder to convert such Convertible Note into AACo ordinary shares at the conversion price during the conversion period; and
- conversion period is from 1 September 2014 until 15 business days prior to maturity.

The terms of the Convertible Notes are summarised in section 4.2 of the Investor Presentation, which AACo has released to ASX today.

If converted in full, the Convertible Notes would entitle the holder to acquire 69.6 million new AACo shares. Assuming the Convertible Notes were converted in full, and assuming no other issues of securities by AACo and no adjustments to the initial conversion price under the terms of the Convertible Notes, the AA Trust's interest in AACo could increase up to 29.2%.⁶

An outline of the full terms and conditions of the Convertible Notes will be disclosed to the ASX in a separate disclosure document. The 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).

⁴ A revocable discretionary trust established in The Bahamas. The trustee of the AA Trust is Mr Bryan A. Ginton.

⁵ Southeast Point Limited (an associate of Mr Lewis) recently transferred its 13.5% shareholding in AACo to the AA Trust.

⁶ The AA Trust's rights of conversion will be subject to compliance with Part 6.2 of the Corporations Act 2001 (Cth), and the AA Trust's ability to convert the Convertible Notes will be restricted by these provisions. For example, the AA Trust may need to rely on the "3% creep" rule in section 611 item 9 of the Corporations Act 2001 (Cth) to exercise conversion rights.

CAPITAL RAISING TIMETABLE

The timetable below is indicative only and may be subject to change. AACo reserves the right to amend any or all of these dates and times without notice subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, AACo reserves the right to extend the closing date of the Entitlement Offer, to accept late applications under the Entitlement Offer (either generally or in particular cases) and to withdraw the Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.

Event	Date
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 Notes	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

For further information about AACo or the Capital Raising, please contact:

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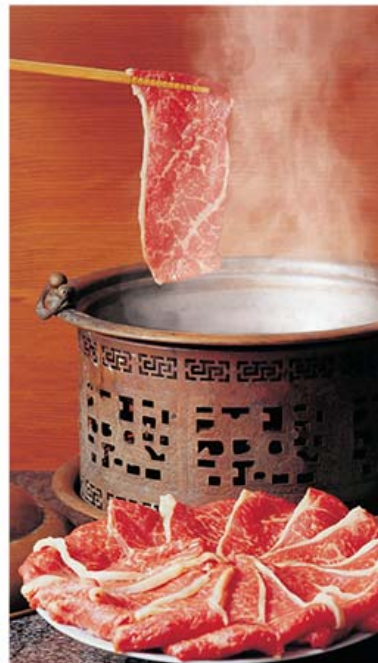
FORWARD LOOKING STATEMENTS

This announcement may contain forward-looking statements (including AACo's strategy and its proposed implementation and expected outcomes and the construction of the Darwin Abattoir). Forward-looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward-looking statements, opinions, and estimates, provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of AACo, including the risks

and uncertainties described in the 'Risk Factors' section of the Investor Presentation. This includes any statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of the AACo's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond AACo's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, AACo assumes no obligation to update these forward-looking statements. To the maximum extent permitted by law, the Company and its directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

The forward-looking statements are based on information available to AACo as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), AACo undertakes no obligation to provide any additional, updated or supplementary information whether as a result of new information, future events or results or otherwise.



AUSTRALIAN AGRICULTURAL COMPANY LIMITED

Strategy update and capital raising

12 September 2013

Important notice and disclaimer

This presentation ("Presentation") has been prepared by Australian Agricultural Company Limited (ABN 15 010 892 270) ("AACo"). The Presentation is in relation to an accelerated non-renounceable pro-rata entitlement offer of new fully paid ordinary shares in AACo to raise approximately \$219 million ("Offer"). The Offer will be made to eligible shareholders in accordance with section 708AA of the Corporations Act 2001 (Cwlth) ("Corporations Act") as modified by ASIC Class Orders 08/35 and 07/571 and is exempt from the disclosure requirements of Part 6D.2 of the Corporations Act. This Presentation is not a prospectus or a product disclosure statement under the Corporations Act and has not been, nor is it required to be, lodged with the Australian Securities and Investments Commission ("ASIC"). By accepting, accessing or reviewing this Presentation, or attending any associated presentation or briefing, you agree to be bound by the following conditions.

Summary information

This Presentation contains summary information about the current activities of AACo and its subsidiaries. The information in this Presentation does not purport to be complete. It does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in AACo nor does it contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. This Presentation should be read in conjunction with AACo's other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au. No member of AACo or any of its related bodies corporate and their respective directors, employees, officers and advisers ("AACo Group") gives any warranties in relation to the statements and information in this Presentation. Statements in this Presentation are made only as of the date of this Presentation unless otherwise stated and the information in this Presentation remains subject to change without notice. AACo is not responsible for providing updated information to any prospective investors. This Presentation may not be distributed or released to any person in the United States.

Not financial product advice

This Presentation is for information purposes only and is not a prospectus or other offering document under Australian law or under any other law. Nothing contained in the Presentation constitutes investment, legal, tax or other advice. This Presentation is not a recommendation to acquire AACo shares and has been prepared without taking into account the investment objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal and taxation advice appropriate to their jurisdiction. AACo is not licensed to provide financial product advice in respect of AACo shares. Cooling off rights do not apply to the acquisition of AACo shares.

Risks

An investment in AACo shares is subject to investment and other known and unknown risks, including those summarised under "Risk factors" in this Presentation. AACo does not guarantee any particular rate of return or the performance of AACo, nor does it guarantee the repayment of capital from AACo or any particular tax treatment. Persons should have regard to the risks outlined in this Presentation.

Financial data

All references to dollars, cents or \$ in this document are to Australian currency, unless otherwise stated, and financial data is presented as at the date of this Presentation unless otherwise stated. The pro forma financial information included in this Presentation has been prepared by AACo in accordance with the measurement and recognition requirements, but not the disclosure requirements, of applicable accounting standards and other mandatory reporting requirements in Australia. Investors should note that the pro forma historical financial information included in this Presentation does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission.

Past performance

Past performance information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Presentation is, or is based upon, information that has been released to the market. For further information, please see past announcements released to ASX.

Important notice and disclaimer

Future performance

This Presentation contains certain “forward-looking statements” with respect to the financial condition, results of operations and business of AACo and certain plans and objectives of the management of AACo, including AACo’s strategy and its proposed implementation and expected outcomes and the construction of the Darwin Abattoir. The words “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “project”, “opinion”, “predict”, “outlook”, “guidance”, “intend”, “should”, “could”, “may”, “strategy”, “target”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements, and include statements in this Presentation regarding the conduct and outcome of the capital raising, the use of proceeds, and AACo’s outstanding debt. Other forward looking statements in this Presentation include statements about industry trends, including global supply and demand trends, which are based on interpretations of current market conditions and should be treated with caution.

You are cautioned not to place undue reliance on forward-looking statements as actual outcomes may differ materially from forward-looking statements. Forward-looking statements, opinions and estimates provided in this Presentation necessarily involve uncertainties, assumptions, contingencies and other factors and unknown risks, including the risks described in Appendix B of this presentation under the heading “Risk factors”, may arise, many of which are outside the control of AACo. Such factors may cause the actual results or performance of AACo to be materially different from any future results or performance expressed or implied by such forward-looking statements. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They should not be taken as implying that the assumptions on which the projections have been prepared are correct or exhaustive. Such forward-looking statements speak only as of the date of this Presentation.

AACo disclaims any responsibility for the accuracy or completeness of any forward-looking statements. AACo disclaims any intent or obligation to update publicly any forward-looking statements to reflect any change in AACo’s financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by law.

Not an offer

Nothing in this Presentation should be considered as a solicitation, offer or invitation in any place where, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the shares, or otherwise permit a public offering of shares, in any jurisdiction outside of Australia and New Zealand. The distribution of this Presentation outside Australia and New Zealand may be restricted by law. See Appendix C – International Offer Restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Presentation does not and will not form part of any contract for the acquisition of shares. This presentation has been prepared for publication in Australia and may not be released or distributed in the United States.

This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Any securities described in this presentation have not been, and will not be, registered under the US Securities Act of 1933 (the “US Securities Act”) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares (as defined herein) may not be offered or sold, directly or indirectly, in the United States, or for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration of the US Securities Act and any other applicable US state securities laws. The Convertible Notes (as defined herein) may only be offered and sold in “offshore transactions” (as defined in Rule 902(h) under the US Securities Act) in compliance with Regulation S under the US Securities Act.

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

Non-GAAP measures

You should also be aware that certain financial data included in this Presentation are “non-GAAP financial measures” under Regulation G under the US Securities Exchange Act of 1934, including any “EBIT”, “EBITDA”, “Cash EBITDA”, “Net Tangible Assets (\$ / share)” or gearing ratios. The disclosure of such non-GAAP financial measures in the manner included in this Presentation would not be permissible in a registration statement under the US Securities Act. These non-GAAP financial measures do not have a standardised meaning prescribed by AIFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with AIFRS. Although AACo believes these non-GAAP financial measures provide useful information to users in measuring the financial performance and condition of its business for the reasons set out in this Presentation, you are cautioned not to place undue reliance on any non-GAAP financial measures and ratios included in this Presentation.

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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 baseAACo'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 volatilityStrategy focused on:<ul style="list-style-type: none">completing construction of the Darwin Abattoir and operating on a 100% ownership basisdiversifying away from volatile domestic cattle prices towards higher, more stable global beef pricesdevelopment of, and investment in, new sales channels and brand marketingrigorous focus on cost control and return on capitalfurther 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 basisAdjusted 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

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

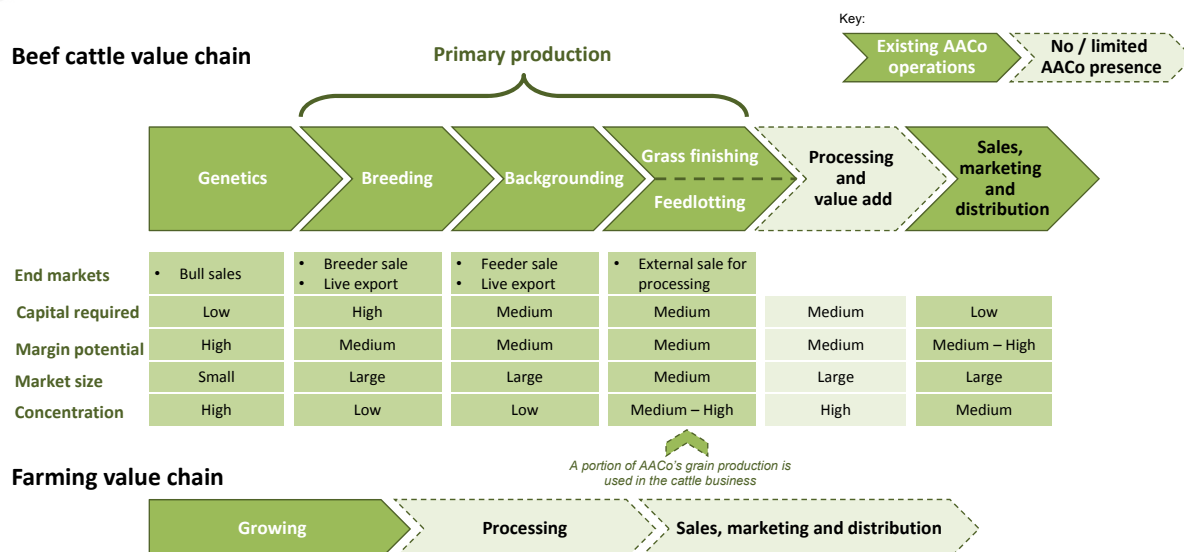
Current constraints

- > 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



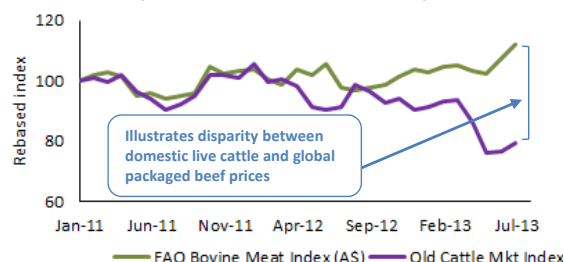
3.2 AACo's strategy—Acceleration of vertical integration

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



AACo beef brands



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

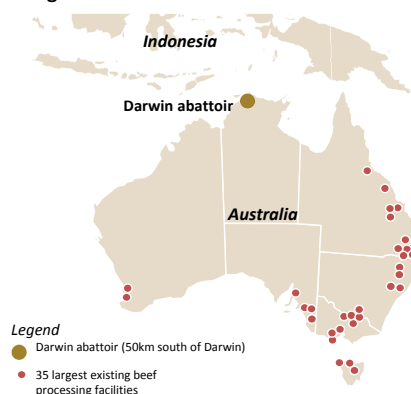
Notes

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

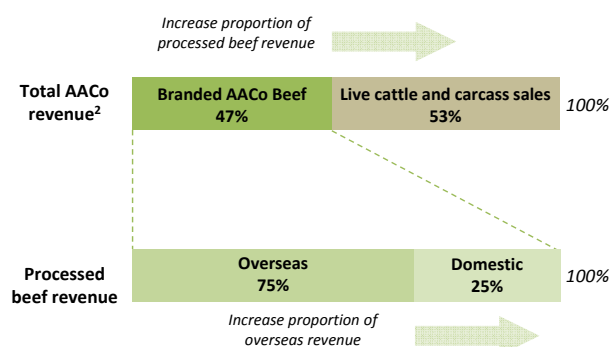
Market development strategy

- > 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



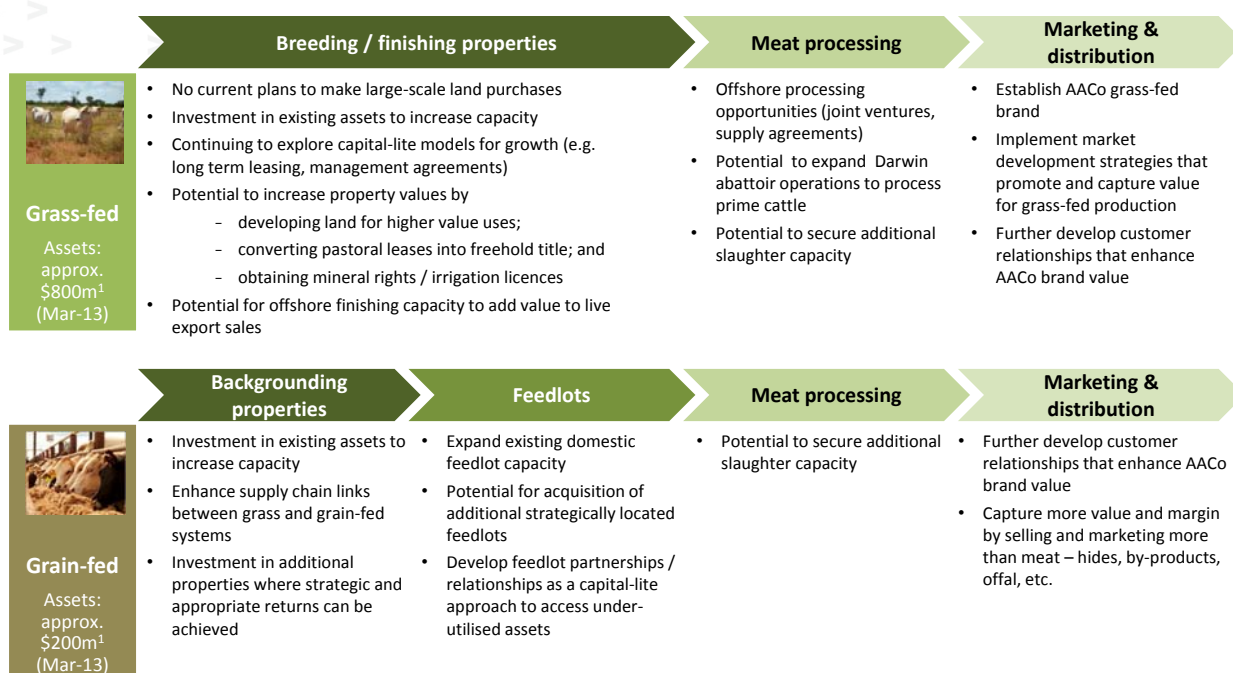
Notes

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: "IFFCO Felda remains committed to its shareholding in AACo."
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	Pro-forma adjustments				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

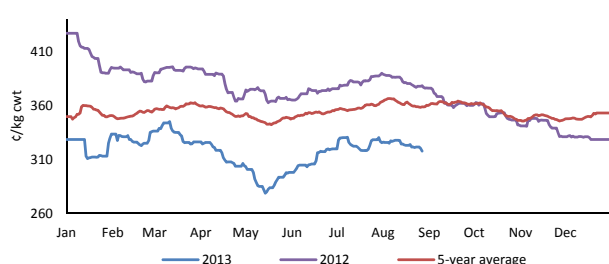
Climate

- 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

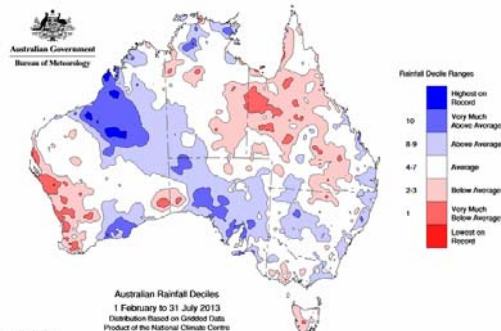
Eastern Young Cattle Indicator—year on year



Source: Meat & Livestock Australia

Australian Agricultural Company Limited

Rainfall—six months to end of July 2013



Source: Bureau of Meteorology

Australian live export cattle prices



Source: Meat & Livestock Australia, Landmark

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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

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

Head	Grass Finished	Shortfed Grain Finished		Wagyu		Breeder and Feeder	Live Export	Total Sales	Average
		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

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).

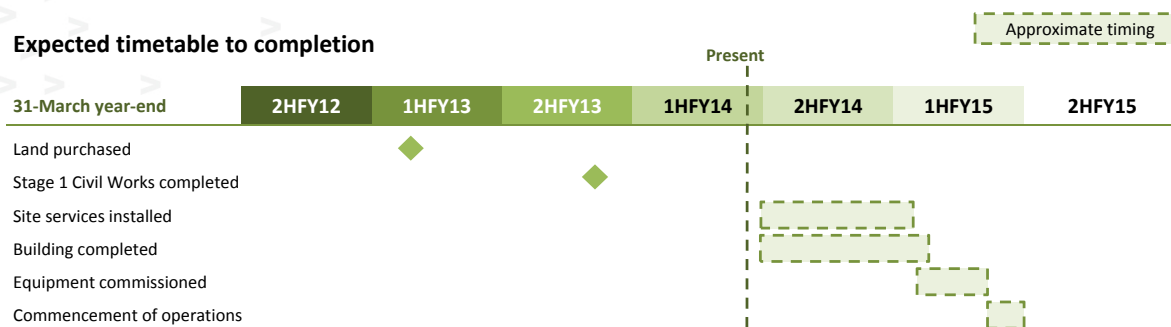
1. Ginning is yet to be completed on the 2013 cotton harvest. The yield estimates are based on current cotton ginning turnouts

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

Expected timetable to completion



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:

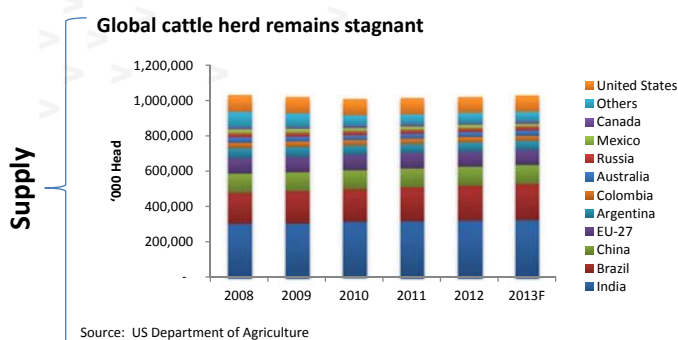
1. Dates and times are indicative only and subject to change without notice. All dates are 2013 and refer to Sydney, Australia time

APPENDICES

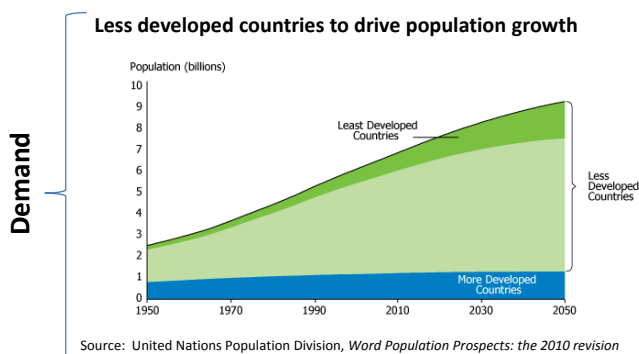
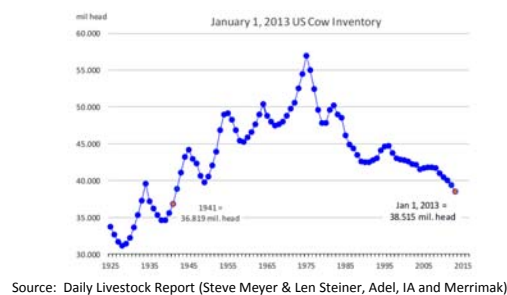
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A. AACo's global demand and supply trends

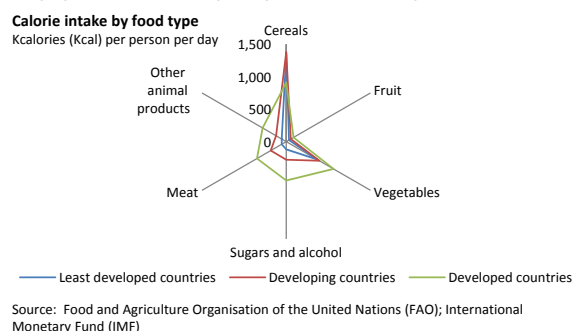
The macro thematic continues to underpin AACo's strategy



US Cow Herd continues to decrease



As populations develop they demand more protein



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

This Presentation may not be distributed to, or relied upon by, persons in the United States. This presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares or Convertible Notes in the United States. The New Shares and Convertible Notes referred to in this Presentation have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. The New Shares may not be offered or sold, directly or indirectly, in the United States or for the account or benefit of any person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws. The Convertible Notes may only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in compliance with Regulation S under the US Securities Act.

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

Bahamas

This document may not be distributed or made available in The Bahamas. The New Shares are not being offered or made available for purchase in The Bahamas. Any offer of New Shares may not be accepted by any investor in The Bahamas. In addition, New Shares may not be offered or sold or otherwise disposed of in any way to persons deemed by the Central Bank of The Bahamas as resident for exchange control purposes without its prior written permission.

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 consolidated 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(i) 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.



Australian Agricultural Company Limited

ABN 15 010 892 270

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX Announcement

16 September 2013

SUCCESSFUL COMPLETION OF INSTITUTIONAL COMPONENT OF ENTITLEMENT OFFER

Australian Agricultural Company Limited ("AACo" or the "Company") (ASX: AAC) today announced the successful completion of the institutional component of its accelerated non-renounceable pro-rata entitlement offer ("Institutional Offer").

The capital raising announced by the Company on 12 September 2013 comprises a fully underwritten 7 for 10 accelerated non-renounceable pro-rata entitlement offer conducted at an issue price of \$1.00 per share to raise approximately \$219.2 million ("Entitlement Offer") and the issue of \$80m subordinated convertible notes ("Convertible Notes") (together, the "Capital Raising").

The Institutional Offer raised approximately \$129.2 million and was well supported by existing shareholders (56% take up rate by eligible institutional shareholders¹). Shares not taken up by eligible institutional shareholders were offered for subscription to other institutional and sophisticated investors through the institutional shortfall bookbuild. The institutional shortfall bookbuild closed well oversubscribed, with strong demand from both existing shareholders and new investors.

Settlement of the new shares under the Institutional Offer, less AA Trust's² pre-committed entitlement, is expected to be completed on 26 September 2013. The new shares will rank equally with existing shares and are expected to be issued and commence trading on the ASX on a normal settlement basis on 27 September 2013.

AACo's Chief Financial Officer and Acting Chief Executive Officer, Craig White, said, "We are pleased by the strong support shown by existing shareholders as well as the significant interest in AACo from new investors. The development of the previously announced Darwin Abattoir is core to AACo's vertical integration strategy. This Capital Raising will 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."

The retail component of the Entitlement Offer ("Retail Offer") will raise approximately \$90 million, and will open on 20 September 2013 and close at 5.00pm (AEDT) on 8 October 2013. Eligible retail shareholders will be invited to participate in the Retail Offer (including the retail oversubscription facility), and are encouraged to carefully read the Retail Offer Booklet for further details relating to the Retail Offer. AACo expects to lodge the Retail Offer Booklet with the ASX and despatch it to retail shareholders on or about 20 September 2013. Copies of the Offer Booklet will be available on the AACo website at www.aaco.com.au and through the ASX announcements platform at www.asx.com.au.

For further information about AACo or the Capital Raising, please contact:

Media Enquiries

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¹ Take-up rate excludes the entitlements of AA Trust² and IFFCO Poultry Co Sdn Bhd – refer to the "Strategy update and capital raising" presentation released on 12 September 2013 for details on the participation of these shareholders.

² AA Trust is a revocable discretionary trust established in The Bahamas. The trustee of the AA Trust is Mr Bryan A. Ginton. The AA Trust's entitlement will settle on the Retail Offer settlement date (15 October 2013).

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 ("**US Securities Act**") or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and other applicable US state securities laws.

FORWARD LOOKING STATEMENTS

This announcement may contain forward-looking statements (including AACo's strategy and its proposed implementation and expected outcomes and the construction of the Darwin Abattoir). Forward-looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward-looking statements, opinions, and estimates, provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of AACo, including the risks and uncertainties described in the 'Risk Factors' section of the Investor Presentation. This includes any statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of the AACo's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond AACo's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, AACo assumes no obligation to update these forward-looking statements. To the maximum extent permitted by law, the Company and its directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

The forward-looking statements are based on information available to AACo as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), AACo undertakes no obligation to provide any additional, updated or supplementary information whether as a result of new information, future events or results or otherwise.



3.

**Action
required by
shareholders**

3. ACTION REQUIRED BY SHAREHOLDERS

All Applications for New Shares and Additional New Shares must be made by Eligible Retail Shareholders in accordance with the instructions in this Retail Offer Booklet and on the personalised Entitlement and Acceptance Form. By returning the personalised Entitlement and Acceptance Form or paying any Application Money for New Shares or Additional New Shares by BPAY, you offer to acquire the New Shares and Additional New Shares on the terms and subject to the conditions set out in this Retail Offer Booklet. The Company reserves the right to reject any Applications for New Shares and Additional New Shares that are not made in accordance with the terms of this Retail Offer Booklet or the instructions on the personalised Entitlement and Acceptance Form. The Company also reserves the right (in its absolute discretion) to reduce the number of New Shares and Additional New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or if they or their nominees fail to provide information to substantiate their claims.

3.1 OPTIONS FOR ELIGIBLE RETAIL SHAREHOLDERS

Eligible Retail Shareholders may do one of the following:

- **Take up all or part of your Entitlement**

If you wish to take up all or part of your Entitlement, you will need to submit an Application in accordance with the instructions in this Retail Offer Booklet and on the personalised Entitlement and Acceptance Form. Please refer to Section 3.2 for further information.

- **Take up all of your Entitlement and apply for Additional New Shares**

If you wish to take up all of your Entitlement and apply for Additional New Shares, you will need to submit an Application in accordance with the instructions in this Retail Offer Booklet and on the personalised Entitlement and Acceptance Form. Please refer to Section 3.2 for further information.

The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your full Entitlement and in respect of any excess amount as many Additional New Shares as it will pay for in full, subject to the Cap referred to in Section 1.6 and any scale back the Company may determine to implement in its absolute discretion in respect of Additional New Shares.

Please note that an Eligible Retail Shareholder who is also a related party of the Company is not entitled to apply for any Additional New Shares.

- **Allow all or part of your Entitlement to lapse**

If you decide not to apply for all or part of your Entitlement to New Shares, or fail to apply by the Closing Date, your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall. As the Entitlement Offer is non-renounceable, you will not receive any value or consideration for any of your Entitlements that lapse. You should note that if you do not participate in the Retail Offer for all of your Entitlement, you will have your percentage holding in AACo reduced.

3.2 APPLYING FOR NEW SHARES AND ADDITIONAL NEW SHARES

If you wish to either:

- take up all or part of your Entitlement; or
- take up all of your Entitlement and apply for Additional New Shares,

you have two options, which are described below.

OPTION 1—PAYMENT BY BPAY

If you are within (i) Australia or (ii) New Zealand, and you wish to make payment via BPAY, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique reference number). You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.

Please note that should you choose to pay by BPAY:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make the declarations on that Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Money.

When completing your BPAY payment, please make sure to use the specific biller code and unique reference number provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (e.g. where you have multiple holdings), please only use the reference number specific to the Entitlement on that form. If you inadvertently use the same reference number for more than one of your Entitlements when paying by BPAY, you will be deemed to have applied only for New Shares on the Entitlement or Additional New Shares (if applicable) to which that reference number applies and your applications in respect of your other reference numbers will be deemed not to have been supported by cleared funds.

It is your responsibility to ensure that your BPAY payment is received by the Share Registry by no later than 5.00pm (AEDT) on 8 October 2013. **You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.**

Any Application Money received for more than your allocation of New Shares and if applicable, Additional New Shares will be refunded as soon as practicable after the close of the Retail Offer. It is not practical to refund an amount of less than \$2.00 to shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

The Company reserves the right to extend the Closing Date for the Retail Offer to accept late Applications either generally or in particular cases.

OPTION 2—PAYMENT BY CHEQUE, BANK DRAFT OR MONEY ORDER

For payment by cheque (or bank cheque if in a foreign jurisdiction), bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the Form and return it to the Share Registry (refer below for details) accompanied by a cheque (or bank cheque if in a foreign jurisdiction), bank draft or money order in each case in Australian currency for the amount of the Application Money, payable to 'AACo Offer' and crossed 'Not Negotiable'.

Your cheque (or bank cheque), bank draft or money order must be:

- for an amount equal to the Offer Price multiplied by the number of New Shares and if applicable, Additional New Shares that you are applying for; and
- in Australian currency drawn on an Australian branch of a financial institution.

Your completed personalised Entitlement and Acceptance Form and cheque (or bank cheque), bank draft or money order must reach the Share Registry at the following address by no later than 5.00pm (AEDT) on the Closing Date:

Mailing address

Australian Agricultural Company Limited
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Hand delivery

Australian Agricultural Company Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(Please do not use this address for mailing purposes)

Entitlement and Acceptance Forms (and Application Money) will not be accepted at the Company's registered office or corporate offices, or other offices of the Share Registry.

Cash payments will not be accepted. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Money as your cheques will be processed on the day of receipt. If the amount of your cheque for Application Money (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares and, if applicable, Additional New Shares, you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares and Additional New Shares (if applicable) as your cleared Application Monies will pay for (and to have specified that number of New Shares and Additional New Shares (if applicable) on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

Any Application Money received for more than your final allocation of New Shares and, if applicable, Additional New Shares, will be refunded as soon as practicable after the close of the Retail Offer. It is not practical to refund an amount of less than \$2.00 to shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

IMPLICATIONS OF MAKING AN APPLICATION

Submitting an Application constitutes a binding offer to acquire New Shares (and, if applicable, Additional New Shares) on the terms and subject to the conditions set out in this Retail Offer Booklet and, once lodged, cannot be withdrawn. The personalised Entitlement and Acceptance Form does not need to be signed to be binding. AACo reserves the right to reject Applications not made in this way.

If an Application is not completed or submitted correctly it may still be treated as a valid Application for New Shares (and, if applicable, Additional New Shares). The Company's decision whether to treat an Application as valid and how to construe, amend, complete or submit the Application is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY, you:

- agree to be bound by the terms of this Retail Offer Booklet and the provisions of the Company's constitution;
- authorise the Company to register you as the holder(s) of the New Shares (and if applicable, Additional New Shares) allotted to you;
- declare that all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
- declare that you are over 18 years of age (if you are an individual) and have full legal capacity and power to perform all your rights and obligations under the Retail Offer;
- acknowledge that once the Company receives the personalised Entitlement and Acceptance Form or your payment by BPAY, you may not withdraw it except as allowed by law;
- acknowledge the statement of risks in the "Risk Factors" section of the Investor Presentation, and that investments in AACo are subject to investment risk;
- agree to apply for, and be issued with up to, the number of New Shares (and Additional New Shares, including those as a result of the receipt by the Company of an excess amount from you) that you apply for at the Offer Price of \$1.00 per New Share;
- authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares (and Additional New Shares, if applicable) to be issued to you, including to act on instructions of

the Share Registry upon using the contact details set out in the personalised Entitlement and Acceptance Form;

- agree that the allotment of New Shares (and Additional New Shares, if applicable) to you constitutes acceptance of your Application;
- declare that you are the current registered holder(s) of the Shares in your name at the Record Date;
- acknowledge that the information contained in this Retail Offer Booklet is not investment advice or a recommendation that New Shares (and Additional New Shares, if applicable) are suitable for you, given your investment objectives, financial situation or particular needs;
- represent and warrant that you are a resident in Australia or New Zealand and are otherwise an Eligible Retail Shareholder;
- represent and warrant that the law of any other place does not prohibit you from being given this Retail Offer Booklet or making an Application for New Shares (and Additional New Shares, if applicable);
- represent and warrant that you are an Eligible Retail Shareholder and have read and understood this Retail Offer Booklet and the personalised Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements, contained in this Retail Offer Booklet and the personalised Entitlement and Acceptance Form; and
- will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:
 - you are not in the United States and you are not purchasing New Shares for the account or benefit of a person in the United States;
 - you are purchasing New Shares (and Additional New Shares, if applicable) in an “offshore transaction” (as defined in Rule 902(h) under the US Securities Act) in compliance with Regulation S under the US Securities Act;
 - you understand and acknowledge that the New Shares (and Additional New Shares, if applicable) have been, nor will be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States and that, accordingly, the New Shares (and Additional New Shares, if applicable) may not be offered and sold, directly or indirectly, to persons in the United States or persons who are acting for the account or benefit of a person in the United States;
 - you agree that if in the future you decide to sell or otherwise transfer the New Shares (and Additional New Shares, if applicable), you will only do so (i) outside the United States in “offshore transactions” complying with Regulation S under the US Securities Act, including in a standard (regular way) brokered transaction on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or is acting for the account or benefit of a person in the United States, in accordance with Regulation S under the US Securities Act, (ii) in transactions exempt from registration under the US Securities Act pursuant to Rule 144A or Rule 144 thereunder (if available), or (iii) pursuant to an effective registration statement under the US Securities Act;
 - you have not sent, and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person acting for the account or benefit of, a person in the United States; and
 - if you are purchasing New Shares as a nominee or custodian, or otherwise for the account or benefit of another person, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand is not in the United States and is not acting of the account or benefit of a person in the United States.

RISKS

Prior to deciding whether to take up their Entitlement and apply for Additional New Shares (if applicable), Eligible Retail Shareholders should read the entire Investor Presentation set out in Section 2 of this Retail Offer Booklet and review announcements made by the Company to ASX (at www.asx.com.au, ASX: AAC) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance and position of the Company and the outcome of an investment in the Company. Shareholders should consider the summary risk factors set out in the Investor Presentation in Section 2 of this Retail Offer Booklet when evaluating the Company and deciding whether to increase their

Shareholding in the Company. You should consider these factors in light of your personal circumstances, including financial and taxation issues, before making a decision to apply for New Shares and Additional New Shares (if applicable).



4.

**Important
information for
shareholders**

4. IMPORTANT INFORMATION FOR SHAREHOLDERS

4.1 NO PROSPECTUS OR PRODUCT DISCLOSURE STATEMENT

The Entitlement Offer complies with the requirements of section 708AA of the Corporations Act as notionally modified by ASIC Class Order [CO 07/571] and ASIC Class Order [CO 08/35]. Accordingly, neither this Retail Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC. As the Company is a listed disclosing entity which meets the requirements of section 708AA of the Corporations Act as notionally modified by ASIC Class Order [CO 07/571] and ASIC Class Order [CO 08/35], no prospectus or product disclosure statement for the Entitlement Offer is required to be, or will be, prepared.

4.2 Underwriting Agreement

The Entitlement Offer is managed and fully underwritten by the UBS AG, Australia Branch (**Underwriter**). Any New Shares which are not subscribed for by Eligible Retail Shareholders pursuant to their Entitlement or under the Retail Oversubscription Facility will form part of the Shortfall to be taken up by the Underwriter or by sub-underwriters, on the terms and subject to the conditions of the Underwriting Agreement.

A summary of the Underwriting Agreement between the Company and the Underwriter, including the events whereby the Underwriter may be released from its obligations under the Underwriting Agreement, is set out below.

As is customary with these types of arrangements:

- the Company has agreed to indemnify the Underwriter, its related bodies corporate and affiliates, and each of their respective officers, directors, employees, advisers, representatives and agents against certain losses they may suffer or incur in connection with the Entitlement Offer;
- the Company and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer; and
- the Underwriter may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including (but not limited to) where:
 - the Company does not receive a valid Application from AA Trust in relation to its full Entitlement or the Convertible Note Subscription Agreement is varied, terminated, 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;
 - a regulatory body (including ASIC or the Takeovers Panel) takes certain actions, or the Takeovers Panel makes an adverse order in respect of the Entitlement Offer or the Entitlement Offer documents;
 - the Company is delisted from ASX, its Shares are removed from quotation, withdrawn from admission to trading status or suspended from quotation, or approval for quotation of the New Shares and Additional Shares is not given by ASX;
 - there are certain delays in the timetable for the Entitlement Offer (without the Underwriter's consent);
 - any of the Entitlement Offer documents (including this Retail Offer Booklet) contains (whether by omission or otherwise) any statement which is false, misleading or deceptive or any material statement or material estimate in any Offer document which relates to a future matter is or becomes incapable of being met; or
 - any material adverse change or effect occurs, or an event occurs which is likely to give rise to a material adverse change or effect, in the condition (financial or otherwise), assets, earnings, business, affairs, liabilities, financial position or performance, results of operations, profits, losses or prospects of the Company or the group.

If the Underwriting Agreement is terminated, the Entitlement Offer may not proceed in its entirety.

The Underwriter will be paid an underwriting fee of 2.5% (excluding GST) of the gross proceeds raised under the Entitlement Offer (less the Entitlement Offer proceeds raised from AA Trust's pre-commitment to take up its full entitlement) and a management fee of 0.5% (less the Entitlement Offer proceeds raised from AA Trust's pre-commitment to take up its full entitlement). The Underwriter will also be reimbursed for certain expenses. The Underwriter will also be paid a convertible note arranging fee of 1.5% of the total amount raised by the issue of the Convertible Notes.

The Underwriter has agreed to appoint AA Trust as a priority sub-underwriter. The Company and the Underwriter reserve the right, at any time, to appoint additional sub-underwriters in respect of any part of the Entitlement Offer. Further details are set out in Section 4.3. Any sub-underwriter's fees in respect of the Entitlement Offer would be paid by the Underwriter out of the fees payable to the Underwriter. Further details are set out in Section 4.3.

No additional fees are payable to or by the Company in relation to the underwriting or sub-underwriting of the Entitlement Offer.

4.3 SUB-UNDERWRITING ARRANGEMENTS

The AA Trust,⁸ which is ultimately controlled by Mr Joseph Lewis (the principal investor and controller of the Tavistock Group),⁹ was a 13.5% shareholder prior to the announcement of the Entitlement Offer, and has committed to:

- take up its Entitlement in full, equating to approximately \$29.6 million, or approximately 29.6 million New Shares; and
- provide a priority sub-underwriting commitment in respect of the Institutional Offer of a further \$34.6 million, or approximately 34.6 million New Shares (**Priority Sub-underwriting Commitment**).

This Priority Sub-underwriting Commitment forms part of the general sub-underwriting of the Entitlement Offer, which may include other sub-underwriters of the Entitlement Offer. Given the size of the Priority Sub-underwriting Commitment, AA Trust also has the right to terminate its sub-underwriting arrangements if the details of the Entitlement Offer or the Underwriting Agreement is amended or changed without its prior written consent.

The AA Trust's percentage shareholding in AACo is expected to be, and will not exceed, 19.99% as a result of the Entitlement Offer and Priority Sub-Underwriting Commitment.

The AA Trust will also subscribe for \$80 million of convertible notes. The terms of the Convertible Notes are summarised in section 4.2 of the Investor Presentation, included in section 2 of this Retail Offer Booklet.

4.4 CONTROL IMPLICATIONS OF THE ENTITLEMENT OFFER

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholders. The primary consequences are that:

- if all Eligible Retail Shareholders take up their Entitlements to New Shares, the Entitlement Offer would have no immediate effect on the control of the Company because the Eligible Retail Shareholders would continue to hold the same percentage interest in the Company; or
- if some Eligible Retail Shareholders do not take up their full Entitlement, such shareholders' control would be diluted relative to those who did take up their full Entitlement (and potentially also applied for Additional New Shares through the Retail Oversubscription Facility).

New Shares that cannot be taken up by Excluded Retail Shareholders and New Shares that are not taken up by Eligible Retail Shareholders will:

- first be used to satisfy valid Applications for Additional New Shares under the Retail Oversubscription Facility; and
- if not taken up under the Retail Oversubscription Facility, may ultimately be placed to the Underwriter and, by extension, one or more sub-underwriters.

⁸ A revocable discretionary trust established in the Bahamas. The trustee of the AA Trust is Mr Bryan Ginton.

⁹ Southeast Point Limited (an associate of Mr Lewis) recently transferred its 13.5% shareholding in AACo to the AA Trust.

IFFCO Poultry Co Sdn Bhd, a 16.9% shareholder prior to the announcement of the Capital Raising, has advised the Company that it will not take up any part of its Entitlement.

Southeast Point Limited (an associate of Mr Joseph Lewis, the principal investor and controller of the Tavistock Group), recently transferred its 13.5% shareholding in AACo to the AA Trust, a revocable discretionary trust established in The Bahamas, which is ultimately controlled by Mr Lewis. The trustee of the AA Trust is Mr Bryan Ginton. As such, the AA Trust held an interest in AACo of 13.5% prior to the announcement of the Entitlement Offer.

As noted in Section 4.3 of this Retail Offer Booklet, the AA Trust has committed to take up its Entitlement in full and to provide the Priority Sub-Underwriting Commitment in respect of the institutional component of the Entitlement Offer.

The AA Trust's percentage ownership of AACo is expected to be, but will not exceed, 19.99% as a result of the Entitlement Offer and the Priority Sub-underwriting Commitment.

As announced to ASX on 12 September 2013, the AA Trust will also subscribe for the Convertible Notes. The Convertible Notes, if converted in full, would entitle the holder to acquire additional AACo shares representing 11.6% of the total issued share capital of AACo on a fully diluted basis (i.e. including all of the New Shares to be issued under the Entitlement Offer and new shares which would be issued upon full conversion of the Convertible Notes, assuming no other securities issues and no adjustments to the initial conversion price under the terms of the Convertible Notes).

If the AA Trust's interest in AACo increased to 19.99% as a result of the Entitlement Offer and Priority Sub-Underwriting Commitment (being the maximum permitted shareholding as noted above), the AA Trust's interest in AACo could increase to 29.2%, if the Convertible Notes were converted in full (assuming no other issues of securities by AACo and no adjustments to the initial conversion price under the terms of the Convertible Notes).

The AA Trust's rights of conversion will be subject to the terms of the Convertible Notes and compliance with applicable law, including Part 6.2 of the Corporations Act, and the AA Trust's ability to convert the Convertible Notes will be restricted by these provisions.¹⁰

4.5 CONSENTS

The Underwriter has not authorised or caused the issue of this Retail Offer Booklet and takes no responsibility for any information in this Retail Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, the Underwriter excludes and disclaims all liability, for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Offer and the information in this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

The Underwriter makes no recommendations as to whether you or your related parties should participate in the Retail Offer nor does it make any representations or warranties to you concerning the Entitlement Offer, or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriter or any of its affiliates in relation to the New Shares (and Additional New Shares) or the Entitlement Offer generally. The engagement of the Underwriter by the Company is not intended to create any agency or other relationship between the Underwriter and the Shareholders.

4.6 AUSTRALIAN TAX IMPLICATIONS FOR ELIGIBLE RETAIL SHAREHOLDERS IN AUSTRALIA

Set out below is a general summary of the potential Australian tax implications of the Retail Offer for Eligible Retail Shareholders who are residents of Australia for tax purposes and who hold their Shares on capital account.

The summary below does not deal with the tax implications for Eligible Retail Shareholders who are not residents of Australia for tax purposes. It also does not deal with the tax implications for Eligible Retail Shareholders:

- who hold their Shares (or will receive their Entitlements) as revenue assets or trading stock such as banks, insurance companies and taxpayers carrying on a business of share trading;
- have acquired their Shares for the purposes of resale at a profit;

¹⁰ For example, the AA Trust may need to rely on the "3% creep" rule in section 611 item 9 of the Corporations Act to exercise conversion rights.

- who acquired their Shares (or will hold their Entitlements) under an arrangement that constitutes an 'employee share scheme' for Australian tax purposes; or
- are non-resident Shareholders that hold their Shares as an asset of a permanent establishment in Australia.

The summary is intended as a general guide only and is not an authoritative or complete statement of all potential tax implications for each Eligible Retail Shareholder. The summary below is not advice and should not be relied on as such. It also does not take account of any individual circumstances of any particular Eligible Retail Shareholder.

Taxation is a complex area of law and the taxation consequences for each Eligible Retail Shareholder may differ depending on their own particular circumstances. Accordingly, Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.

The summary below is based on the law in effect as at the date of this Retail Offer Booklet. Future changes in Australian taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect taxation treatment of an investment in Shares or the holding and disposal of Shares.

ISSUE OF ENTITLEMENTS

The issue of the Entitlements should not itself result in any amount being included in the assessable income of an Eligible Retail Shareholder. This is on the basis the Entitlements should satisfy the requirements in section 59–40 of the *Income Tax Assessment Act 1997* (Cth) and provided the other investor and investment requirements are met. The market value of the Entitlements at the time of issue (if any) should therefore be treated as non-assessable income and non-exempt income.

ACQUIRING NEW SHARES (BY EXERCISE OF ENTITLEMENTS) AND ADDITIONAL NEW SHARES (BY APPLICATION)

Eligible Retail Shareholders who exercise all or part of their Entitlement will acquire New Shares in the Company. In addition, in accordance with Section 1.6 of this Retail Offer Booklet, the Company may offer applicants Additional New Shares. For these Eligible Retail Shareholders:

- there should be no immediate Australian taxation liability in respect of the exercise of an Entitlement by an Eligible Retail Shareholder to acquire a New Share;
- the Entitlements will cease to exist and a capital gains tax (CGT) event will occur, but any capital gain or loss made on the exercise of the Entitlement should be disregarded for tax purposes;
- the New Shares acquired as a result of exercising the Entitlements will be treated for CGT purposes as having been acquired on the day on which the Entitlements are exercised; and
- the New Shares should have a cost base for CGT purposes equal to:
 - where the Eligible Retail Shareholder's existing Shares were acquired (or are taken to be acquired) on or after 20 September 1985, the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them; or
 - where the Eligible Retail Shareholder's existing Shares were acquired (or are taken to be acquired) before 20 September 1985, the sum of the market value of the Entitlements when they were exercised and the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them; and
- the Additional New Shares will have a cost base for CGT purposes equal to the Offer Price payable by Eligible Retail Shareholders for those Additional New Shares plus certain non-deductible incidental costs they incur in acquiring them.

TAXATION OF DIVIDENDS AND DISTRIBUTIONS

Any future dividends or other distributions made in respect of those New Shares or Additional New Shares will be subject to the same taxation treatment as dividends or other distributions made on Shares held in the same circumstances. The actual date of acquisition of the New Shares will be relevant in satisfying the '45 day holding period' rule to be eligible to receive franking credits and in determining any CGT discount (see below).

TAXATION OF CAPITAL GAINS

On any future disposal of New Shares or Additional New Shares, Eligible Retail Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of those shares. The cost base of those shares is described above.

An Eligible Retail Shareholder will, therefore, make a capital gain from the disposal of their New Shares or Additional New Shares if the capital proceeds that they receive (or are deemed for tax purposes to receive) exceed the cost base of their New Shares or Additional New Shares. Conversely, a capital loss will arise if the reduced cost base of the New Shares or Additional New Shares held by an Eligible Retail Shareholder exceeds the capital proceeds they receive (or are deemed for tax purposes to receive).

Any capital gain made from the disposal of the New Shares or Additional New Shares will be combined with any other capital gains an Eligible Retail Shareholder has made for the income year. The total capital gains will then be reduced by any capital losses an Eligible Retail Shareholder has made in the income year or can deduct from a prior income year. The resulting net capital gain (if any) will consequently be included in the Eligible Retail Shareholder's assessable income for the income year, subject to any available CGT discount (please see below).

A capital loss that arises on the disposal of the New Shares or Additional New Shares may only be offset against an Eligible Retail Shareholder's assessable capital gains (before taking into account the CGT discount, if applicable) for the current income year. Any excess capital loss may be applied against the Eligible Retail Shareholder's future assessable capital gains (before taking into account the CGT discount, if applicable). A capital loss is not available to reduce other revenue or assessable income amounts.

CAPITAL GAINS DISCOUNT

Any capital gain arising to Eligible Retail Shareholders can generally be reduced (after first offsetting current year or prior year capital losses from other asset disposals) by 50% for Eligible Retail Shareholders who are individuals or trusts, or by one-third for Eligible Retail Shareholders who are complying superannuation funds, if they hold their New Shares or Additional New Shares for at least 12 months after the New Shares or Additional New Shares are acquired.

The CGT discount is not available to Eligible Retail Shareholders that are companies.

New Shares will be treated for the purposes of the CGT discount as having been acquired when the Eligible Retail Shareholder exercised the Entitlement to subscribe for them. Additional New Shares will be treated for the purposes of the CGT rules as having been acquired when the Company issues those Additional New Shares.

TAXATION OF A RETURN OF CAPITAL BY THE COMPANY

Where a return of capital is made by the Company, the cost base of the Eligible Retail Shareholder's New Shares for CGT purposes will generally be reduced by the amount of the return of capital. To the extent that an Eligible Retail Shareholder receives a return of capital in excess of its remaining cost base, a capital gain should arise.

TAXATION OF FINANCIAL ARRANGEMENTS

An Entitlement or right to receive a share is a 'financial arrangement'. The Taxation of Financial Arrangement (TOFA) provisions apply to make assessable or deductible, gains or losses arising from certain 'financial arrangements'.

Some taxpayers are excluded from the TOFA rules unless they make an election for them to apply. This includes:

- individuals;
- superannuation funds with asset values of less than \$100 million;
- managed investment schemes with asset values of less than \$100 million;
- authorised deposit-taking institutions, securitisation vehicles and certain other financial entities with asset values of less than \$20 million; and

- other entities with turnover less than \$100 million (including the turnover of certain associated entities, if applicable), financial assets with a value of less than \$100 million and total assets with a value of less than \$300 million.

As the application of the TOFA rules is dependent on the particular facts and circumstances of the taxpayer, Eligible Retail Shareholders should obtain their own advice in relation to the potential application of the TOFA rules, in light of their own individual facts and circumstances.

ENTITLEMENTS NOT TAKEN UP

Any Entitlement not taken up under the Retail Offer will lapse or expire and the Eligible Retail Shareholder will not receive any consideration as a result of the expiration of the Entitlement. The expiration of an Entitlement should not have any tax implications for an Eligible Retail Shareholder.

The Commissioner of Taxation (**Commissioner**) has released Taxation Ruling 2012/1 “Retail Premiums paid to shareholders where share entitlements are not taken up or are not available”. In that ruling the Commissioner states that certain retail premiums are assessable as either an unfranked dividend or as ordinary income, and not as capital gains. However, as outlined in Section 3.1 above, you will not receive any consideration for the lapse or expiry of your Entitlement not taken up under the Retail Offer because there will be no retail premium paid from the Company to you. Accordingly, the tax treatment applied by the Commissioner in TR 2012/1 should not apply.

SALE OF ENTITLEMENTS

There is no opportunity for Eligible Retail Shareholders to sell their Entitlements either privately or on ASX.

WITHHOLDING TAXES

The law requires that tax be withheld by Australian resident companies from unfranked dividends paid to certain shareholders (for example, subject to certain exceptions, Australian tax resident shareholders who have not provided their Tax File Number (**TFN**) or Australian Business Number (**ABN**) or shareholders who are not Australian residents for tax purposes).

If you are an Australian tax resident Shareholder, and you have not previously provided your TFN or ABN to the Company, you may wish to do so prior to the close of the Retail Offer to ensure that withholding tax is not deducted from any dividends payable to you. If you do provide your TFN or ABN, withholding tax is not deducted from any dividends payable to you. If you do not provide your TFN or ABN, withholding tax may be deducted at the highest marginal tax rate plus Medicare levy (46.5%). Any amount of tax withheld from payments paid to you can be claimed as a credit in your Australian tax return.

You are able to provide your TFN online with the Share Registry at www.linkmarketservices.com.au. When providing your details online, you will be required to enter your SRN or HIN, as shown on your Issuer Sponsored/CHESS statements and other personal details such as your postcode.

Collection of TFNs/ABNs in relation to your investment in the Company is authorised, and its use and disclosure are strictly regulated, by the tax laws and the Privacy Act 1988 (Cth) (**Privacy Act**).

For more information about the use of TFNs and/or ABNs, please consult your professional adviser or contact the ATO.

OTHER AUSTRALIAN TAXES

No goods and services tax (GST) is payable and no stamp duty should be payable in respect of the grant or exercise of the Entitlements or the acquisition of New Shares or Additional New Shares (if applicable).

4.7 PRIVACY

The Entitlement and Acceptance Form requires you to provide information that may be personal information for the purpose of the Privacy Act. By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Share Registry). The Company (and the Share Registry on its behalf) collects, holds and uses personal information in order to assess Applications for New Shares and Additional New Shares, service the needs of Shareholders, provide facilities, and services and to administer the Applicant's shareholding in the Company.

The Company may disclose or grant access to your personal information to the Company's related bodies corporate, agents and service providers, regulatory bodies, mail houses and the Share Registry.

If you do not provide the information requested of you in the Entitlement and Acceptance Form, the Share Registry will not be able to process your Application for New Shares and Additional New Shares (if applicable) or administer your holding of Shares appropriately.

To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through its Share Registry.

4.8 CONTINUOUS DISCLOSURE

The Company is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to periodically and on a continuous basis notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its shares. That information is available to the public from the ASX, at www.asx.com.au.

The Company is required to prepare and lodge with ASIC and ASX yearly and half-yearly financial statements accompanied by a Directors' declaration and report, and an auditor's report.

ASIC maintains records in respect of documents the Company has lodged with ASIC, and these may be obtained from or inspected at any ASIC office.

4.9 COOLING OFF RIGHTS

Cooling off rights do not apply to an investment in New Shares or Additional New Shares. You cannot withdraw your Application for New Shares or Additional New Shares once it has been submitted (unless allowed by law).

4.10 ROUNDING OF ENTITLEMENTS

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

4.11 NOTICE TO NOMINEES AND CUSTODIANS

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from the Company in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that:

- they may not send any material relating to the Entitlement Offer to, or otherwise purchase New Shares or Additional New Shares on behalf of, any person in Malaysia, the United States or any other jurisdiction outside Australia or New Zealand, unless the underlying beneficial shareholder is an institutional or professional investor in the countries listed in, and to the extent permitted under, the section captioned "International Offer Restrictions" in the capital raising presentation relating to the offer; and
- failure to comply with these restrictions could result in violations of applicable securities laws.

AACo is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

Any person in the United States with a holding through a nominee or custodian may not participate in the Entitlement Offer and the nominee or custodian must not purchase any New Shares or send any materials into the United States or to any person that is acting for the account or benefit of any person in the United States.

4.12 ASX LISTING

The Company has made an application to ASX for official quotation (meaning “quotation” as that term is used in the Listing Rules) of the New Shares. If ASX does not grant quotation for the New Shares, the Company will not allot any New Shares and all Application Money will be refunded without interest.

4.13 ASX WAIVERS

In order to conduct the Entitlement Offer, ASX has granted AACo waivers from ASX Listing Rules 3.20, 7.1, 7.40 and 10.11 subject to a number of customary conditions.

The waivers also allow AACo to ignore, for the purposes of determining Entitlements, transactions occurring after the date upon which securities are quoted on an ‘ex’ basis (other than registrations of ASX Trade transactions which were effected before the announcement) (Post Ex-date Transactions). Such transactions are to be ignored in determining holders and registered holders, and holdings and registered holdings of existing Shares as at the Record Date, and references to such holders, holdings and registered holdings are to be read accordingly. Therefore, if you have acquired Shares in a Post Ex-date Transaction, you will not receive an Entitlement in respect of those Shares.

4.14 FOREIGN JURISDICTIONS—RESTRICTIONS AND LIMITATIONS

This Retail Offer Booklet is being sent to all Eligible Retail Shareholders on the register of the Company on the Record Date with an address on the share register in Australia or New Zealand.

NEW ZEALAND

The New Shares are not being offered or sold to the public within 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).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

UNITED STATES

Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. This Retail Offer Booklet and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The New Shares and Additional New Shares (if applicable) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares and Additional New Shares (if applicable) may not be offered and sold, directly or indirectly, to persons in the United States or persons who are acting for the account or benefit of a person in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdictions in the United States.

OTHER JURISDICTIONS

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the New Shares and Additional New Shares (if applicable) or otherwise permit a public offering of the New Shares and Additional New Shares (if applicable) in any jurisdiction other than Australia and New Zealand. Return of the completed personalised Entitlement and Acceptance Form shall be taken by the Company to constitute a representation by you that there has been no breach of any such laws.

4.15 OTHER INFORMATION

This Retail Offer Booklet (including the ASX Announcements and Investor Presentation reproduced in it) and enclosed personalised Entitlement and Acceptance Form have been prepared by the Company. The information in this Retail Offer Booklet is dated 20 September 2013 (other than the ASX Announcements and Investor Presentation reproduced in it).

No party other than the Company has authorised or caused the issue of the information in this Retail Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in the information in this Retail Offer Booklet.

Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate, in connection with the Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the information in this Retail Offer Booklet.



5.

Glossary

5. GLOSSARY

In this Offer Booklet:

\$	means Australian dollars, unless otherwise specified.
Additional New Shares	means New Shares which Eligible Retail Shareholders are able to apply to subscribe for in excess of their Entitlement, under the Retail Oversubscription Facility.
Applicant	means a person who has applied to subscribe for New Shares and Additional New Shares (if applicable) by submitting an Application.
Application	means an application for New Shares and Additional New Shares (if applicable) under the Retail Offer using an Entitlement and Acceptance Form (with Application Money) or the payment of Application Money by BPAY.
Application Money or Monies	means monies received from Applicants in respect of their Applications.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
ASX Announcements	means the ASX announcements in Section 2 of this Retail Offer Booklet.
Closing Date	means the last day for payment and return of Entitlement and Acceptance Forms, being 8 October 2013 at 5.00pm (AEDT) (unless extended).
Company or AACo	means Australian Agricultural Company Limited (ABN 15 010 892 270).
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the directors of the Company.
Eligible Institutional Shareholder	means a Shareholder at the Record Date who is an Institutional Shareholder, who the Company and the Underwriter agree should be treated as an Eligible Institutional Shareholder and who the Underwriter determines has successfully received an offer on behalf of the Company under the Institutional Entitlement Offer.
Eligible Retail Shareholder	means an eligible shareholder as described in Section 1.1 of this Retail Offer Booklet.
Entitlement	means the number of New Shares that an Eligible Retail Shareholder is entitled to apply to subscribe for under the Retail Offer, as determined by the number of Shares held by that Eligible Retail Shareholder on the Record Date.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Retail Offer Booklet.
Excluded Retail Shareholder	means an excluded shareholder as described in Section 1.12 of this Retail Offer Booklet.
Ineligible Institutional Shareholder	means a Shareholder as at the Record Date who is not an Eligible Institutional Shareholder and who the Company and the Underwriter agree that although an Institutional Shareholder, should not receive an offer under the Institutional Offer in accordance with Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act.
Institutional Offer	means the institutional component of the Entitlement Offer.
Institutional Shareholder	means: (a) in Australia, a person to whom an offer of securities may be made without a disclosure document (as defined in the Corporations Act) on the basis that they are exempt from the disclosure requirements of Part 6D.2 and Part 7.9 (in accordance with sections 708(8) or 708(11) and as a wholesale client under section 761G) of the Corporations Act respectively; or

	(b) if outside Australia, a person to whom an offer and issue of securities may be made without registration, lodgement or approval of a formal disclosure document or other filing in accordance with the laws of that foreign jurisdiction, as contemplated in the "International Offer Restrictions" section of the Investor Presentation and such other countries as AACo may determine in compliance with local law.
Investor Presentation	means the investor presentation in Section 2 of this Retail Offer Booklet.
Listing Rules	means the official listing rules of ASX.
New Shares	means a new Share to be issued under the Entitlement Offer.
Offer or Entitlement Offer	means an accelerated non-renounceable pro rata entitlement offer to subscribe for New Shares on the basis of 7 New Shares for every 10 Shares for which the Shareholder is the registered holder as at the Record Date at the Offer Price of \$1.00 per New Share as announced by the Company on 12 September 2013.
Offer Period	means the period from and including the date on which the Retail Offer opens until and including the date on which it closes.
Offer Price	means the offer price of \$1.00 per New Share.
Official Quotation	means "quotation" (as that term is used in the Listing Rules) of all of the New Shares and Additional New Shares (if applicable) on ASX when allotted which if conditional may only be conditional on customary pre-quotation conditions.
Record Date	means 7.00pm (AEST) on 17 September 2013 or such other date as may be determined by the Company.
Retail Offer	means the retail component of the Entitlement Offer.
Retail Offer Booklet	means this Retail Offer Booklet dated 20 September 2013.
Retail Oversubscription Facility	means the opportunity for Eligible Retail Shareholders who take up all of their Entitlement to also apply for Additional New Shares in excess of their Entitlement, up to 50% of their Entitlement.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means the Company's share registry, Link Market Services Limited (ABN 54 083 214 537).
Shareholder	means a holder of Shares.
Shortfall	means the number of New Shares offered under the Retail Offer for which valid Applications have not been received from Eligible Retail Shareholders (and which have not been subscribed for under the Retail Oversubscription Facility) before the Closing Date.
Underwriter	means UBS AG, Australia Branch.
Underwriting Agreement	means the underwriting agreement dated 12 September 2013 between the Company and the Underwriter under which the Underwriter has agreed to manage and underwrite the Entitlement Offer on the terms and subject to the conditions contained in that agreement.
US Securities Act	means the US Securities Act of 1933.



6.

Corporate Directory

6. CORPORATE DIRECTORY

Australian Agricultural Company Limited

Level 1

299 Coronation Drive

Milton QLD 4064

Australia

Underwriter

UBS AG, Australia Branch

Level 16, Chifley Tower

2 Chifley Square

Sydney NSW 2000

Australia

Lawyers to Australian Agricultural Company Limited

King & Wood Mallesons

Level 33, Waterfront Place

1 Eagle Street

Brisbane QLD 4000

Australia

Auditor

Ernst & Young

Level 51, One One One

111 Eagle Street

Brisbane QLD 4000

Australia

Share Registry

Link Market Services Limited

Level 15, 324 Queen St

Brisbane QLD 4000

Australia



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Level 1, 299 Coronation Drive

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