



Australian Agricultural Company Limited
ABN 15 010 892 270

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

16 October 2013

ELECTRONIC LODGEMENT – FOR IMMEDIATE RELEASE

**AUSTRALIAN AGRICULTURAL COMPANY LIMITED – RETAIL ENTITLEMENT OFFER AND
CONVERTIBLE NOTES**

Attached is the Appendix 3B in respect of the issue of ordinary shares under the retail component of the accelerated non-renounceable pro-rata entitlement offer of ordinary shares and the issue of unsecured convertible notes, which were both originally announced by Australian Agricultural Company Limited (the **Company**) on 12 September 2013 as part of its capital raising.

An updated list of the top twenty holders and a distribution schedule for each class of security in the Company is also included in this announcement.

Yours faithfully,

Bruce Bennett
Company Secretary & General Counsel
Australian Agricultural Company Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Australian Agricultural Company Limited

ABN

15 010 892 270

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | <ul style="list-style-type: none">Fully Paid Ordinary Shares.Unsecured Convertible Notes. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none">Further to the Appendix 3Bs dated 12 September 2013 and 26 September 2013, 88,799,540 ordinary shares (New Shares) will be issued under the retail component of the accelerated non-renounceable pro-rata entitlement offer originally announced on 12 September 2013 (Retail Offer).As described in the ASX Announcements 'Strategy Update and Capital Raising Presentation' dated 12 September 2013, 'Successful Completion of Institutional Component of Entitlement Offer' dated 16 September 2013, 'Entitlement Offer – Retail Offer Booklet' dated 20 September 2013 and the Appendix 3B dated 26 September 2013, the pre-committed entitlement of the AA Trust under the institutional component of the entitlement offer (Institutional Offer) (being 29,584,990 ordinary shares) will also be issued at the same time as the New Shares under the Retail Offer.160 unsecured convertible notes due in 2023 (Convertible Notes). |

+ See chapter 19 for defined terms.

3	Principal terms of the ⁺ securities (e.g. if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	<ul style="list-style-type: none"> • New Shares will have the same terms as existing fully paid ordinary shares. • Each Convertible Note has a face value of \$500,000 repayable in September 2023. Subject to certain conditions, holders may convert the Convertible Notes into fully paid ordinary shares at any time from 1 September 2014, until the day which is 15 business days prior to the maturity date. The initial conversion price will be \$1.15, which may be adjusted in certain circumstances set out in the terms of the Convertible Notes.
4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ul style="list-style-type: none"> • New Shares – Yes. • Convertible Notes – If the Convertible Notes are converted into fully paid ordinary shares, those shares will rank equally with other fully paid ordinary shares on issue. The Convertible Notes do not carry any voting rights or entitlement to dividends, however the payment of a dividend could potentially result in a financial adjustment to the conversion price, under the terms of the Convertible Notes.
5	Issue price or consideration	<ul style="list-style-type: none"> • \$1.00 per New Share. • \$500,000 per Convertible Note.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds of both the Retail Offer and the Convertible Notes (as part of the broader capital raising announced on 12 September 2013) will: (i) fund the remaining capital expenditure and working capital requirements associated with the Darwin Abattoir; (ii) reduce net debt in order to support a future refinancing of its existing debt facilities; and (iii) increase its financial flexibility to pursue its vertical integration strategy, as described in more detail in the ASX Announcement and Investor Presentation released to ASX on 12 September 2013.
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	No.
6b	The date the security holder resolution under rule 7.1A was passed	

6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of +securities issued under an exception in rule 7.2	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>16 October 2013, in respect of:</p> <ul style="list-style-type: none"> • the New Shares to be issued under the Retail Offer; • the pre-committed entitlement of the AA Trust under the Institutional Offer; and • the Convertible Notes.

+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		532,294,404	Fully Paid Ordinary Shares

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		601,062 250,000 1,270,804 350,000 290,625 160	AACAI Performance Rights AACAM Options exp 16-Dec-13 \$1.00 AACAU Options exp various \$3.27 AACAS Options exp 31-Mar-15 \$1.39 AACAY Options exp 01-Jan-18 \$2.09 unsecured Convertible Notes with a face value of \$500,000 and a repayment date of 30 September 2023

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the ⁺ securities will be offered	7 New Shares for every 10 existing ordinary shares held as at the record date for the entitlement offer.
14	⁺ Class of ⁺ securities to which the offer relates	Fully Paid Ordinary Shares.
15	⁺ Record date to determine entitlements	7.00pm (AEST) 17 September 2013.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements under the entitlement offer (including the Retail Offer), the number of shares will be rounded up to the nearest whole number of shares.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	<ul style="list-style-type: none"> Under the Institutional Offer, all countries other than Australia, New Zealand, Belgium, China, Denmark, France, Germany, Hong Kong, Indonesia, Ireland, Italy, Japan, Luxemborg, Malaysia, Netherlands, Norway, Singapore, Sweden, Switzerland, United Kingdom, United Arab Emirates and United States. Under the Retail Offer, all countries other than Australia and New Zealand including, in particular, any security holder that is in the Unites States, or is acting for the account or benefit of a U.S. person.
19	Closing date for receipt of acceptances or renunciations	<ul style="list-style-type: none"> The Institutional Offer closed on 13 September 2013. The Retail Offer closed on 8 October 2013.
20	Names of any underwriters	UBS AG, Australia Branch.
21	Amount of any underwriting fee or commission	<ul style="list-style-type: none"> A fee of 3.0% of the Institutional Offer proceeds less the pre-committed proceeds, being comprised 2.5% of an underwriting fee and 0.5% of a management fee in respect of the Institutional Offer. A fee of 3.0% of the Retail Offer proceeds, being comprised 2.5% of an underwriting fee and 0.5% of a management fee in respect of the Retail Offer. A fee of 1.5% of the total amount raised by the issue of the Convertible Notes.
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>No prospectus. However, a Retail Offer Booklet together with an Entitlement and Acceptance Form was despatched to eligible retail shareholders on 20 September 2013.</p> <p>The Convertible Notes will be issued under an offering document that was issued pursuant to ASIC Class Order [CO 10/322] (<i>On-sale for convertible notes issued to wholesale investors</i>). This document was released to ASX on the same date as this Appendix 3B.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date Refer to Item 7 of this Appendix 3B.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1 – being the New Shares under the Retail Offer only

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

– to be provided following allotment of the New Shares

36 ☒ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

– to be provided following allotment of the New Shares

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Print name: Bruce Bennett
Company Secretary and General Counsel

Date: 16 October 2013

Fully paid ordinary shares

As at 16 October 2013, the twenty largest shareholders of the Company's ordinary shares are:

	Name	No. of ordinary shares	% of issued ordinary shares
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	96,001,623	18.04%
2	NATIONAL NOMINEES LIMITED	53,802,508	10.11%
3	IFFCO POULTRY CO SDN BHD	52,849,668	9.93%
4	BRYAN GLINTON <AA A/C>	42,264,271	7.94%
5	CITICORP NOMINEES PTY LIMITED	32,280,806	6.06%
6	KAPLAN EQUITY LIMITED	28,284,428	5.31%
7	JP MORGAN NOMINEES AUSTRALIA LIMITED	24,687,263	4.64%
8	UBS NOMINEES PTY LTD	24,049,034	4.52%
9	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	14,440,590	2.71%
10	BNP PARIBAS NOMS PTY LTD <DRP>	10,053,223	1.89%
11	BRISLOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE NO 1 A/C>	8,689,220	1.63%
12	MR DAVID DIXON + MS CATHERINE RAMM	6,425,818	1.21%
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 3	5,594,264	1.05%
14	UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	4,067,565	0.76%
15	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	3,527,317	0.66%
16	NBT PTY LIMITED <ASTOR SUPER FUND A/C>	3,227,890	0.62%
17	AUST EXECUTOR TRUSTEES LTD <LANYON AUST VALUE FUND>	3,210,000	0.60%
18	MR ANTHONY PHILLIP MAURICI	3,035,469	0.57%
19	CATHOLIC CHURCH INSURANCE LTD	2,815,701	0.53%
20	NEASHAM HOLDINGS PTY LTD <THE NEASHAM A/C>	2,441,471	0.46%

As at 16 October 2013, the distribution of shareholders ranked according to size was as follows:

Size of holding	Holders	No. of ordinary shares	% of issued ordinary shares
1 to 1,000	1,463	760,711	0.14%
1,001 to 5,000	2,916	8,065,256	1.52%
5,001 to 10,000	1,232	9,230,912	1.73%
10,001 to 100,000	1,769	48,583,697	9.13%
100,001 and over	163	465,653,828	87.48%

Convertible notes

As at 16 October 2013, the name of the largest (and only) holder of the Company's convertible notes is:

	Name	No. of convertible notes	% of issued convertible notes
1	BRYAN GLINTON <AA A/C>	160	100.00%

As at 16 October 2013, the distribution of convertible note holders ranked according to size was as follows:

Size of holding	Holders	Total Units	%
1 to 1,000	1	160	100%