

IMPORTANT If you plan to attend the Annual Meeting of Shareholders, please bring this Voting/Proxy Form with you.

Shareholders are invited to attend the Annual Meeting of NZ Farming Systems Uruguay Limited, at the Stamford Plaza, 22-26 Albert Street, Auckland, on **Thursday 24 November 2011, commencing at 3.00pm.**

- If you wish to attend, please bring this card. Separate the top section and hand it in at registration. The Voting Instructions / Ballot Paper are for use in the event of a ballot at the meeting.
- If you do not wish to attend and wish to appoint a proxy or representative or cast a postal vote, please detach the relevant lower section, complete the details and mail to Computershare Investor Services Limited. (See Notes, on the reverse of this card)

CSN/Shareholder Number:

Number of Shares:

Attendance Card

Detach

Proxy Form

Please complete this section if you are **NOT** attending the meeting and wish to appoint a proxy or representative to attend in your place.

CSN/Shareholder Number:

Number of Shares:

I / We appoint a proxy or representative as indicated below.

I / We: _____ (full names)
being a shareholder (or shareholders) of NZ Farming Systems Uruguay Limited

hereby appoint _____ of _____

or failing him / her _____ of _____

as my proxy or representative to exercise my / our vote at the Annual Meeting of the Company to be held at the Stamford Plaza, 22-26 Albert Street, Auckland, on Thursday 24 November 2011, commencing at 3pm and at any adjournment thereof (See Notes, on reverse of this card).

Voting instructions

Important: You may cast your vote in one of three ways:

- **BY PERSONALLY ATTENDING THE ANNUAL MEETING**
If you plan to attend the Annual Meeting, please bring this Voting/Proxy Form with you.
- **BY MAKING A POSTAL VOTE**
If you wish to cast a postal vote, please complete the voting section of this form entitled "Resolutions", sign in the space provided at the end of that section and return it to the address on the reverse of this form. It is not necessary to also appoint a proxy.
- **BY APPOINTING A PROXY TO ATTEND THE ANNUAL MEETING**
If you wish to appoint a proxy, please complete the above "Proxy Form", sign in the space provided at the end of that section and return it to the address on the reverse of this form. If you want your proxy to vote on the Resolutions on your behalf (and you do not wish to cast a postal vote), you must also complete the voting section entitled "Resolutions" to direct your proxy how to vote on each resolution (for, against or at the proxy's discretion).

If you do not give voting directions to your proxy by **NOT** ticking any box in the Voting Section, your direction is to abstain from voting on the relevant resolution, unless you appoint the Chairman as proxy in which case the Chairman will vote in favour of the resolution, except for Resolution 5 (see notes on reverse of this card).

Ballot Paper/Postal Vote Form

Please complete this section if you have appointed a proxy or representative and wish to instruct him / her on voting. **OR** if you are **NOT** attending the meeting and are **NOT** appointing a proxy or representative to attend in your place and you wish to exercise a postal vote.

I / We instruct my / our proxy or representative to exercise my / our vote as follows:

Resolutions

(TICK ONE BOX FOR EACH RESOLUTION)

	For	Against	Proxy Holder's Discretion
Ordinary Resolutions supported by the Board			
1. To appoint Ernst & Young as auditor and to authorise the Directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To consider and, if thought fit, elect Robert Poole as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and, if thought fit, elect Tim Storey as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To consider and, if thought fit, elect Peter Wilson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve amendment of the Olam Loan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed: _____ Date: ____ / ____ / ____
(if joint shareholder, both/all must sign)

Notes

- 1 A shareholder who is entitled to attend and vote at the meeting may appoint a proxy, or in the case of a corporate shareholder a representative, to attend and vote instead of the shareholder.
- 2 If you wish to appoint a proxy, it is important to specify clearly who you wish to appoint as your proxy on the Proxy and Voting Form.
- 3 A shareholder may appoint any other person including the "chairperson of the meeting" as his / her / its proxy or representative. A proxy or representative need not be a shareholder of the Company.
- 4 You may indicate voting instructions to a proxy or representative in the Voting Section but this is not a requirement. The chairperson of the meeting intends to vote all proxies given to the chairperson of the meeting, in respect of which voting instructions are not indicated in the Voting Section, in favour of the Resolutions supported by the Board, except in respect of Resolution 5, where the Chairman will abstain from voting undirected proxies.
In any event, a proxy or representative may vote as he/she sees fit on any other Resolutions at the meeting not stated in the Notice of Annual Meeting.
- 5 This form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of joint shareholding, this form must be signed by each of the joint shareholders (or their duly authorised attorney).
- 6 In the case of a corporate shareholder, this form must be signed by a Director or a duly authorised officer, acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
- 7 If this form is signed by an attorney of a shareholder, a certificate of non-revocation of the power of attorney must be attached, together with a copy of the power of attorney unless it has previously been produced to the Company.
- 8 To appoint a proxy or representative, this form must be received by Computershare Investor Services Limited before 3pm on Tuesday, 22 November 2011.
- 9 Return mail this form (postage paid within New Zealand) by folding the lower section of this form and sealing with adhesive tape. For return from outside New Zealand, place the form in an envelope addressed to Computershare Investor Services Limited, Private Bag 92 119, Auckland 1142, New Zealand and affix the necessary postage.
- 10 In respect of Resolutions 2, 3 and 4, there are three potential vacancies on the Board. The Company must have a minimum of two Independent Directors. The Company will continue to meet this requirement, provided two of the three nominees mentioned above are elected as Directors.
- 11 Voting restrictions for Resolution 5:
The Company will disregard any votes cast on Resolution 5 by Olam, or any Associated Person of Olam. If you have appointed the Chairman or any other Director associated with Olam as your proxy and have not given a direction on how to vote on Resolution 5, the direction on that Resolution is to abstain. All other shareholders who were registered as shareholders as at 3.00pm on Tuesday, 22 November 2011 may cast votes on Resolution 5.

FreePost Authority Number 2888



The Share Registrar
Computershare Investor Services Limited
Private Bag 92 119
Auckland 1142
New Zealand

ADVICE OF CHANGE OF ADDRESS

Should the address to which this notice was sent be incorrect, please complete both panels below:

Previous Address: _____

New Address: BLOCK LETTERS Please _____

Any instrument appointing a proxy, and the power of attorney, if any, under which it is signed, must be deposited at the office of the Company's Share Registrar not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.

TAPE HERE

