



# UNCONDITIONAL FULL CASH TAKEOVER OFFER

by Olam International Limited

made under the Takeovers Code to  
acquire all of the ordinary shares in  
NZ Farming Systems Uruguay Limited at

**70 cents per share**

6 May 2011

# IMPORTANT

If you are in doubt as to any aspect of this offer, you should consult your financial or legal adviser.

If you have sold all your shares in NZ Farming Systems Uruguay Limited to which this offer applies, you should immediately hand this offer document and the accompanying acceptance form to the purchaser, or the agent (e.g. the broker) through whom the sale was made, to be passed to the purchaser.

NZ Farming Systems Uruguay Limited's target company statement, together with an independent adviser's report on the merits of this offer either accompanies this offer or will be sent to you within 14 days and should be read in conjunction with this offer.

**THIS IS AN  
IMPORTANT  
DOCUMENT AND  
REQUIRES YOUR  
IMMEDIATE  
ATTENTION.**

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# CEO'S LETTER

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6 May 2011

Dear NZFSU shareholder,

## **UNCONDITIONAL FULL CASH TAKEOVER OFFER FOR NZFSU AT 70 CENTS PER SHARE**

On 21 April 2011 Olam announced its intention to make a full cash takeover offer for all of the shares in NZ Farming Systems Uruguay Limited ("NZFSU" or "Company") that it does not already own, at a price of 70 cents per share ("Offer").

The objective of Olam's 2010 takeover offer was to achieve a shareholding of at least 50.1% in order to be able to make the operational changes that it believed were necessary. Olam achieved a final shareholding of 77.98%, with acceptances for over 20% of the Company's shares arriving in the last three days of the offer period. All major institutional shareholders, the then management company and a number of NZFSU directors at that time accepted Olam's 2010 takeover offer.

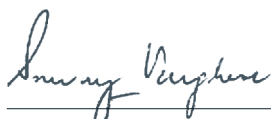
Since the close of the previous offer, Olam has worked with the independent directors of NZFSU to develop a new business plan, which has subsequently been approved by the NZFSU board. The new business plan involves significant changes in operational strategy, and forecasts substantially lower long term steady state earnings as compared to forecasts provided by NZFSU's board at the time of Olam's 2010 takeover offer. In Olam's view, the business plan outlined by the previous NZFSU Board was not realistic. It also requires a considerably higher level of capital investment than was previously expected. To assist NZFSU to meet its financial obligations in the short term Olam provided a US\$50m loan to the Company. NZFSU announced in April 2011 that it intended to raise between US\$110m and US\$115m of new capital to fund the capital expenditure required by the new business plan and to repay the Olam shareholder loan.

Given the new information available about the business outlook for the Company, the low price pre-Offer and liquidity of NZFSU shares, and the larger capital requirements, the Offer gives remaining shareholders another opportunity to sell their shares at 70 cents before they are called upon to contribute additional capital approximately equal to or more than the value of their existing investment in NZFSU to avoid dilution.

The Offer is unconditional and shareholders wishing to accept the Offer will be paid within 5 days of receipt of their acceptance by Olam.

The enclosed Offer document sets out the details of the Offer, including relevant information you will need to take into account before making a decision in relation to the Offer. I commend this Offer to you, and encourage you to accept.

Yours faithfully



Sunny Verghese  
Group Managing Director & CEO  
Olam International Limited



# WHY YOU SHOULD ACCEPT THIS OFFER

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**70 cents is a very attractive price compared with pre-Offer trading levels**

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**This Offer price is attractive having regard to the changed outlook for NZFSU's profitability and increased capital investment requirements**

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**The Offer provides the opportunity for shareholders to sell before they are called upon to participate in the large capital raising required by NZFSU**

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**No dividends are likely in the foreseeable future**

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**The Offer is unconditional. Payment will be made within five days of Olam receiving a completed application form**

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**The Offer is a unique chance to sell as trading in NZFSU is highly illiquid**

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**NZFSU's share price may fall significantly after the close of this Offer**

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**No brokerage is payable by accepting shareholders**

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# HOW TO ACCEPT THIS OFFER

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**Complete the acceptance form enclosed with this document ("Acceptance Form"), in accordance with the instructions set out on that form. Then deliver, mail or fax the Acceptance Form to:**

Computershare Investor Services Limited  
Re: Olam International Limited Offer  
Level 2, 159 Hurstmere Road, Takapuna, North Shore City 0622  
Private Bag 92119, Auckland 1142  
Facsimile: +64 9 488 8787

A reply-paid envelope is enclosed.

If you send your completed Acceptance Form by facsimile, you should also post the original to the address above (although, if you do not, your acceptance will still be valid).

You may accept the Offer in respect of all or any of your NZFSU shares.

## **IF YOU HAVE LOST YOUR ACCEPTANCE FORM OR HAVE ANY QUESTIONS**

If you have lost your Acceptance Form or have any questions about this Offer you can contact Computershare:

Computershare Investor Services Limited  
Phone +64 9 488 8700  
Level 2, 159 Hurstmere Road, Takapuna, North Shore City 0622  
Private Bag 92119, Auckland 1142

## **CLOSING DATE**

**This Offer is scheduled to close on 7 June 2011 (unless extended in accordance with the Takeovers Code) ("Closing Date"). If you wish to accept this Offer, you must ensure that your acceptance is received by Olam on or before 5pm on the Closing Date. Your early response will result in an earlier payment.**

## **IF YOU HAVE SOLD YOUR NZFSU SHARES**

If you have sold all or some of your NZFSU shares, please request the broker through whom you made the sale to advise the purchaser of this Offer and that copies of this Offer document are available from Computershare

## **IMPORTANT**

**ACCEPTANCES MUST BE RECEIVED BY 5PM ON 7 JUNE 2011 (UNLESS EXTENDED).**

# WHY YOU SHOULD ACCEPT THIS OFFER

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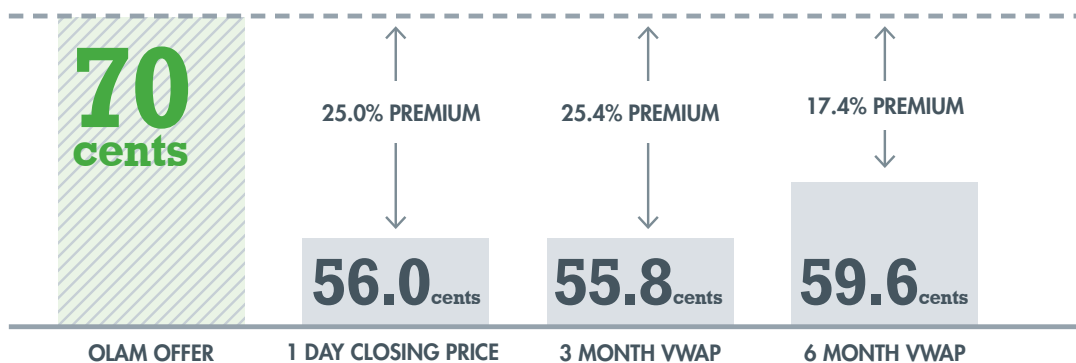
## 70 cents is a very attractive price compared with pre-Offer trading levels

This Offer gives shareholders the opportunity to exit at the same price offered in Olam's 2010 takeover offer. All major institutional shareholders, the then management company and a number of NZFSU directors at that time, accepted Olam's 2010 takeover offer.

The price payable for NZFSU shares under the Offer is a:

- 25.0% premium to the closing price of NZFSU shares on the last trading day on the NZSX prior to the announcement of Olam's intention to make this Offer;
- 25.3% premium to the three month volume weighted average price of NZFSU shares (prior to the announcement of Olam's intention to make this Offer); and
- 16.7% premium to the 6 month volume weighted average price of NZFSU shares (prior to the announcement of Olam's intention to make this Offer).

### OFFER PREMIUM TO NZFSU'S HISTORICAL SHARE PRICE



Since the close of Olam's 2010 takeover offer, the NZFSU share price has fallen as much as 17 cents, to a low of 53 cents. This Offer represents a 32% premium to that price.

# WHY YOU SHOULD ACCEPT THIS OFFER

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## **The Offer price is attractive having regard to the changed outlook for NZFSU's profitability and increased capital investment requirements**

In Olam's view, the business plan outlined by the previous NZFSU board (prior to the successful completion of the 2010 takeover offer) was not realistic. Following the close of the 2010 takeover offer, Olam has completed a review of the Company's business plan and worked jointly with the independent directors to develop a new plan, which subsequently has been approved by the NZFSU board. A summary of the new business plan was released by the Company in February 2011.

The new business plan involves significant changes in operational strategy and also requires a considerably higher level of capital investment than was previously expected. The operational changes include a reduction in the planned development area and irrigation, and a significantly higher use of supplementary feed. Overall steady state production costs are now expected to be US23 cents per litre as compared to US15-16 cents announced previously. Accordingly, despite the increase in productivity due to the use of supplementary feed, NZFSU's associated operating costs are materially higher which leads to significantly lower steady state earnings.

In February 2011, NZFSU stated that "the updated plan will require a substantial improvement in the performance of all aspects of the business from current levels. While this financial performance is less than half the performance predicted in the previous business plan, it is considered realistic by the Board."

Given these significant adverse changes to the outlook for NZFSU compared to the information provided to shareholders at the time of the previous takeover offer, Olam believes that the chance to sell at the same price as was offered in the previous offer is extremely attractive for shareholders.

## **This Offer provides the opportunity for shareholders to sell before they are called upon to participate in the large capital raising required by NZFSU**

At the time of Olam's 2010 takeover offer, NZFSU was capital constrained, was short of working capital, and had been forced to delay required capital expenditure. Since that time, Olam has provided financial stability to NZFSU through a US\$50m shareholder loan facility (established promptly after the close of the 2010 takeover offer). The funds provided under this loan were urgently required for capital expenditure and to pay amounts owing to PGG Wrightson Limited.

Olam's loan to NZFSU is a short term solution to NZFSU's capital requirements. With NZFSU still in its development phase and yet to make a profit, debt is a less suitable source of financing than equity. NZFSU announced in April 2011 that it intended to raise between US\$110m and US\$115m (NZ\$135m – NZ\$142m) of new capital to fund the capital expenditure required by the new business plan and to repay the Olam shareholder loan. Shareholders are likely to be required to contribute an additional amount of capital that is approximately equal to or more than the value of their existing investment in NZFSU to avoid being diluted.

This Offer provides shareholders an opportunity to sell their NZFSU shares at a very attractive price prior to being called upon to participate in a rights issue or face the prospect of being diluted.

# WHY YOU SHOULD ACCEPT THIS OFFER

## **No dividends are likely in the foreseeable future**

Given that NZFSU requires a significant amount of additional capital to fund the completion of NZFSU's development, repay Olam's shareholder loan, and meet ongoing operating expenses, the payment of dividends remains unlikely in the foreseeable future.

In Olam's view, whilst recent conditions may have a positive impact on the market prices for Uruguayan farmland and livestock, any such increases do not impact NZFSU's cashflows, nor the prospect of dividends.

NZFSU has previously announced that the new business plan is not expected to generate positive net profit after tax until the 2012/13 year.

## **This Offer is unconditional. Payment will be made within five days of Olam receiving a completed application form**

This Offer provides accepting shareholders with the certainty of cash consideration. All accepting shareholders will be paid within five days of receipt of their completed Acceptance Form.

## **Unique chance to sell as trading in NZFSU is highly illiquid**

NZFSU share trading is very illiquid. So far in 2011, NZFSU shares have traded on the NZSX on less than half of all trading days. The average daily value of NZFSU shares traded over the same period was less than \$4,500.

This Offer provides a unique opportunity for existing shareholders to sell their NZFSU shares, and at a price well above recent pre-Offer trading, without depressing the market price.

Olam believes that, based on its expectations of the future profitability of NZFSU, this Offer represents an attractive opportunity for shareholders to realise an elevated price for their shareholdings, particularly for those shareholders who would not be prepared to fully support the significant capital raising NZFSU requires.



# WHY YOU SHOULD ACCEPT THIS OFFER

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## NZFSU's share price may fall significantly after the close of this offer

It is likely the NZFSU share price will fall after the close of this Offer, as the recent rise appears to be solely a response to the announcement of Olam's intention to make this Offer.

### NZFSU CLOSING SHARE PRICE (LAST 18 MONTHS)



## No brokerage is payable by accepting shareholders

Shareholders selling their NZFSU shares on the NZSX through a share broker may be charged brokerage. Accepting shareholders will not be charged brokerage under this Offer.

# SUMMARY OF OFFER

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On 21 April 2011 Olam International Limited ("Olam") announced that it would make an unconditional full cash takeover offer ("Offer") under the Takeovers Code for all of the ordinary shares in NZ Farming Systems Uruguay Limited ("NZFSU"). The key terms of the Offer are:

<b>Offer</b>	70 cents in cash for each NZFSU ordinary share.
<b>Opening Date</b>	6 May 2011.
<b>Closing Date</b>	7 June 2011 (unless extended).
<b>Payment Date</b>	If you accept this Offer you will be paid the consideration for your NZFSU shares no later than 5 days after the date on which your completed Acceptance Form is received by Olam.
<b>Brokerage</b>	You will not pay brokerage if you accept this Offer.

Detailed terms of the Offer are set out on the following pages of this document. You should read these carefully.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE OFFER,  
YOU SHOULD CONSULT A FINANCIAL OR LEGAL ADVISER.

# OFFER TERMS

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## TERMS OF UNCONDITIONAL FULL CASH TAKEOVER OFFER BY OLAM INTERNATIONAL LIMITED TO PURCHASE ALL OF THE SHARES IN NZ FARMING SYSTEMS URUGUAY LIMITED

### 1. THE OFFER

Olam International Limited ("**Olam**") offers to acquire all of the ordinary shares in NZ Farming Systems Uruguay Limited ("**NZFSU**") that it does not already own on the terms set out in this offer document ("**Offer**"). All such shares are referred to in this Offer as "**Shares**" and each of them singly is referred to as a "**Share**".

### 2. CONSIDERATION

- 2.1 The consideration offered for each Share is 70 cents cash, subject to any adjustment in accordance with paragraphs 6.1 to 6.4 below.
- 2.2 The consideration payable to NZFSU shareholders whose Shares are taken up under the Offer ("**Acceptors**") will be sent to such Acceptors not later than 5 days after the date on which an acceptance is received.

### 3. HOW TO ACCEPT THIS OFFER

- 3.1 If you wish to accept this Offer, you need only:
- (a) complete the enclosed Acceptance Form in accordance with the instructions set out in the Acceptance Form; and
  - (b) return the completed Acceptance Form in the enclosed reply paid envelope **AS SOON AS POSSIBLE**, but in any event so as to be received by Olam not later than 5 p.m. on **7 June 2011** (subject to paragraph 4.1 below). If the reply paid envelope has been mislaid, please deliver, mail or fax your Acceptance Form to:  
**Computershare Investor Services Limited**  
Re: Olam International Limited Offer  
Level 2, 159 Hurstmere Road, Takapuna, North Shore City 0622  
Private Bag 92119, Auckland 1142  
Facsimile: +64 9 488 8787
- 3.2 If you have lost your Acceptance Form please contact Computershare Investor Services Limited on +64 9 488 8700.
- 3.3 You may accept this Offer in respect of all or any Shares you hold in NZFSU. Olam may, in its discretion, treat any Acceptance Form as valid notwithstanding that it is not accompanied by the relevant Common Shareholder Number ("**CSN**") or does not otherwise comply with paragraph 3.1 or the instructions on the Acceptance Form, and may, in its discretion, rectify any errors in,

or omissions from, any Acceptance Form, including inserting or completing details of the Shares held by the Acceptor and filling in any blanks.

- 3.4 Olam will not acknowledge receipt of your acceptance of this Offer.
- 3.5 Acceptance of this Offer by each Acceptor constitutes a contract between that Acceptor and Olam on the terms of this Offer. Other than in the circumstances set out in paragraph 7.2, an Acceptor may not withdraw their acceptance during the time this Offer is open for acceptance, whether or not there has been any variation of this Offer.

### 4. TERMS OF OFFER

- 4.1 Unless this Offer is completely withdrawn in accordance with the Takeovers Code and every person is released from every obligation incurred under the terms of it, or it lapses in accordance with its terms, this Offer remains open for acceptance until and including the closing date of 5 p.m. on **7 June 2011** (being a period of at least 30 days from the date of this Offer), or such later closing date(s) as Olam may decide in accordance with the Takeovers Code (the "**Closing Date**").
- 4.2 The enclosed Acceptance Form comprises part of this Offer. The Acceptance Form duly completed may be treated by Olam as a valid acceptance of this Offer.
- 4.3 This Offer is open for acceptance by any person who holds Shares, whether acquired on, before or after the date of this Offer upon production of satisfactory evidence of such person's entitlement to those Shares.
- 4.4 The Shares acquired under this Offer are to be acquired free from all liens, charges, mortgages, encumbrances and other adverse interests and claims of any kind whatever, but together with all rights, benefits and entitlements attaching to them at the date of this Offer or which arise subsequently, including the right to all dividends and other distributions.
- 4.5 By accepting this Offer, each Acceptor represents and warrants to Olam that:
- (a) it is the sole legal and beneficial owner of the Shares in respect of which it has accepted this Offer, or is the legal owner and has the necessary power, capacity and authority to accept this Offer in respect of such Shares;

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- (b) it has full power, capacity and authority to sell and transfer all such Shares; and
- (c) legal and beneficial title to all such Shares will pass to Olam in accordance with paragraph 4.4.

4.6 Each Acceptor:

- (a) will not, and will not attempt to, sell, transfer, dispose of (or agree to do any of those things), any or all of the Shares in respect of which the Acceptor has accepted this Offer (other than acceptance of the Offer itself);
- (b) is deemed to have irrevocably authorised Olam to instruct NZFSU and its share registrar to refuse, during the Offer period, to register any transfer of any or all of the Shares in respect of which the Acceptor has accepted this Offer, except for transfers in accordance with this Offer; and
- (c) will pay to Olam on demand, any cost or expense incurred, or loss or damage suffered, by Olam in connection with, or as a result of, that Acceptor's failure to comply with paragraph 4.6(a).

4.7 Olam may vary this Offer in accordance with the Takeovers Code. For the avoidance of doubt, the Takeovers Code does not permit the Offer to be varied so as to reduce the consideration offered.

4.8 Olam may choose to engage the services of one or more Primary Market Participants (in terms of the NZX Participant Rules) or other financial advisory firms (together, "**Advisers**") to contact Shareholders and receive Acceptance Forms. If Olam chooses to do this, the key terms of the engagement will be as follows:

- (a) for each completed and valid Acceptance Form procured by an Adviser, Olam may pay to that Adviser a handling or procurement fee in respect of the Shares the subject of that Acceptance Form ("**Procurement Fee**"). The amount of the Procurement Fee will be 0.75% of the consideration payable by Olam under the Offer to the relevant Acceptor in respect of the Acceptance Form received. The Procurement Fee will be subject to a minimum amount of \$25 and a maximum amount of \$500 for a single Acceptance Form, inclusive of GST, if any;
- (b) the Adviser will be paid, and receive, the Procurement Fee solely in connection with its

services to Olam and must not, directly or indirectly, pass any or all of the Procurement Fee on to any Acceptor, or share the Procurement Fee with any Acceptor;

- (c) the payment of a Procurement Fee to an Adviser in respect of an Acceptance Form procured by that Adviser is subject to the Shares which are the subject of that Acceptance Form being validly transferred to Olam. In addition, the Acceptance Form must be delivered to Olam in accordance with paragraph 3.1 above and must be stamped by the Adviser (and only that Adviser). A Procurement Fee will not be paid in respect of Shares acquired by Olam through the compulsory acquisition provisions set out in Part 7 of the Takeovers Code;
- (d) Olam may, in determining the Procurement Fee payable to an Adviser, aggregate and/or disregard any acceptances of this Offer procured by that Adviser if Olam believes that a party has structured holdings of Shares for the purpose or with the effect of enabling parties to take advantage of the arrangements summarised in this paragraph 4.8; and
- (e) Olam may in its discretion determine any disputes regarding whether a Procurement Fee is payable.

## 5. NO CONDITIONS

5.1 This Offer is unconditional.

## 6. CHANGE IN CIRCUMSTANCES

6.1 If, on or after 21 April 2011 ("**Notice Date**"), NZFSU declares, makes, or pays any dividend or any distribution of any nature whatsoever, then, at the election of Olam, either:

- (a) each Acceptor will be bound to pay to Olam on demand an amount equivalent to such dividend or the value of such other distribution (in each case inclusive of withholding taxes deducted, if applicable) that is received by, or is properly payable to, that Acceptor in respect of the Shares for which the Acceptor has accepted the Offer; or
- (b) the consideration which would otherwise have been paid to each Acceptor for their Shares shall be reduced by an amount equivalent to

# OFFER TERMS

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such dividend, payment or the value of such other distribution that is received by, or is properly payable to, that Acceptor.

- 6.2 If, on or after the Notice Date, NZFSU authorises, declares, or makes any issue of shares, convertible securities or other securities of any nature (including warrants, options, rights or interests in its ordinary shares), by way of bonus issue, then Acceptors will be bound to transfer, in respect of those Shares for which they have accepted this Offer, any such shares, convertible securities, other securities or options, rights and interests to Olam, without any additional consideration.
- 6.3 If, on or after the Notice Date, NZFSU makes any issue of ordinary shares to any person other than by way of bonus issue then this Offer will be deemed to be extended to and include such ordinary shares and the consideration payable for them will be as provided in paragraph 2.1.
- 6.4 If, on or after the Notice Date, all or any of the Shares are subdivided or consolidated by NZFSU then:
- (a) this Offer will be interpreted to take into account that subdivision or consolidation and will be deemed to be for the Shares resulting from that subdivision or consolidation;
  - (b) the consideration per Share offered under this Offer will be increased or reduced, as the case may require, in proportion to that subdivision or consolidation; and
  - (c) Acceptors will be bound to transfer those subdivided or consolidated Shares to Olam on the basis of the consideration so increased or reduced.

## 7. METHOD OF SETTLEMENT

- 7.1 If the completed Acceptance Form required by Olam is in order, then not later than 5 days after the date on which an acceptance is received, either a cheque will be sent (by ordinary mail) or an electronic transfer of cleared funds will be made (at the election of the Acceptor) by Olam for the consideration payable for the Shares acquired under this Offer. If an Acceptor does not select a method of payment, or the details that are provided are not sufficient to effect an electronic transfer then that Acceptor will be paid by cheque. Acceptors electing payment by electronic transfer may be charged fees by their bank or financial institution.
- 7.2 If the consideration for the Offer is not sent within the

period specified in paragraph 7.1 to any Acceptor, that Acceptor may withdraw acceptance of the Offer by notice in writing to Olam, but only after the expiration of 7 days' written notice to Olam of that Acceptor's intention to do so. This right to withdraw acceptance of the Offer will not apply if the Acceptor receives the consideration during the 7 day period referred to in this paragraph.

## 8. NOTICES

- 8.1 Notice by Olam to NZFSU, the Takeovers Panel, and NZX Limited:
- (a) advising that this Offer is withdrawn in accordance with the Takeovers Code; or
  - (b) advising that this Offer has lapsed in accordance with its terms or the Takeovers Code,
- in each case, will be deemed to be notice to all NZFSU shareholders when so given.
- 8.2 Notice of any variation of the Offer will be sent to NZFSU, the Takeovers Panel, and NZX Limited and, except where not required in accordance with the Takeovers Code, to each NZFSU shareholder under this Offer.

## 9. FURTHER INFORMATION

- 9.1 Further information relating to Olam, as required by Schedule 1 to the Takeovers Code, is set out in the Appendix, and forms part of this Offer document.

## 10. INTERPRETATION AND MISCELLANEOUS

- 10.1 In this Offer document:
- (a) any reference to the Takeovers Code means the Takeovers Code Approval Order 2000 (SR 2000/210);
  - (b) except if expressly defined in this document, or where the context requires otherwise, terms defined in the Takeovers Code shall have the same meaning in this document;
  - (c) all references to sums of money are in New Zealand currency;
  - (d) any reference to time is to New Zealand time;
  - (e) headings are for convenience only and do not affect the interpretation of this Offer document or any Acceptance Form;
  - (f) the singular includes the plural and vice versa; and

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- (g) references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends or replaces it, and any by-law, regulation, order, statutory instrument, determination or subordinate legislation made under it.
- 10.2 This Offer may be varied by Olam in accordance with Rule 27 of the Takeovers Code.
- 10.3 This Offer and any contract arising from it shall be governed by and construed in accordance with the laws of New Zealand, and the parties to any such contract submit to the non-exclusive jurisdiction of the Courts of New Zealand.
- 10.4 The provisions set out in the Acceptance Form are part of the terms of this Offer.
- 10.5 If there is an inconsistency between the terms of this Offer and the provisions of the Takeovers Act 1993 or the Takeovers Code, the provisions of the Takeovers Act 1993 or the Takeovers Code (as the case may be) will prevail.

# APPENDIX

# 13

## INFORMATION REQUIRED TO BE SPECIFIED IN TAKEOVER OFFER BY SCHEDULE 1 TO THE TAKEOVERS CODE

The information required by Schedule 1 to the Takeovers Code, and not stated elsewhere in this Offer, is set out below. Where information is not applicable, no statement is made regarding that information. The following matters are stated as at the date of this Offer document.

### 1. DATE

The Offer is dated 6 May 2011.

### 2. OFFEROR AND ITS DIRECTORS

#### Offeror

Olam International Limited  
9 Temasek Boulevard, #06-02  
Suntec Tower Two  
Singapore 038989

#### Directors of Olam

- Rangareddy Jayachandran;
- Narain Girdhar Chanrai;
- Michael Lim Choo San;
- Robert Michael Tomlin;
- Mark Haynes Daniell;
- Wong Heng Tew;
- Tse Po Shing;
- Jean-Paul Pinard;
- Sunny George Verghese;
- Sridhar Krishnan;
- Shekhar Anantharaman.

### 3. TARGET COMPANY

NZ Farming Systems Uruguay Limited.

### 4. OWNERSHIP OF EQUITY SECURITIES OF TARGET COMPANY

The table below sets out the numbers, designations and percentages of equity securities of NZFSU that are held or controlled by:

- (a) Olam;
- (b) any related company of Olam;
- (c) any person acting jointly or in concert with Olam;
- (d) any director of any persons described in paragraphs (a) to (c) above; and
- (e) any other person holding or controlling more than 5% of the class of equity securities of NZFSU, to the knowledge of Olam.

	Number of shares held or controlled	Percentage of Shares
Olam International Limited	190,452,137	77.98%

Except as disclosed above, as far as Olam is aware, no other person of the kind referred to in this clause 4 holds or controls equity securities of NZFSU.

### 5. TRADING IN TARGET COMPANY EQUITY SECURITIES

To the knowledge of Olam, having made due enquiry, during the 6 month period before the date of this Offer no equity securities of NZFSU have been acquired or disposed of by Olam or any other person of the kind referred to in sub-clauses 4(b) to (e) inclusive.

### 6. AGREEMENTS TO ACCEPT OFFER

No person has agreed conditionally or unconditionally to accept this Offer as at the date of this Offer.

### 7. ARRANGEMENTS TO PAY CONSIDERATION

Olam confirms that resources will be available to it sufficient to meet the consideration to be provided on full acceptance of the Offer and to pay any debts incurred in connection with the Offer (including debts arising under Rule 49 of the Takeovers Code).

A statement setting out the rights of each offeree under Rule 34 of the Takeovers Code, to withdraw its acceptance for non-payment by Olam of the consideration, is set out in paragraph 7.2 of the Offer document.

### 8. ARRANGEMENTS BETWEEN OFFEROR AND TARGET COMPANY

No agreement or arrangement (whether legally enforceable or not) has been made, or is proposed to be made, between Olam or any associates of Olam and NZFSU or any related company of NZFSU, in connection with, in anticipation of, or in response to, this Offer.

### 9. ARRANGEMENTS BETWEEN OFFEROR AND DIRECTORS AND OFFICERS OF TARGET COMPANY

No agreement or arrangement (whether legally enforceable or not) has been made, or is proposed to be made, between Olam or any associates of Olam, and any directors or senior officers of NZFSU or of any related company of NZFSU (including any payment or other benefit proposed to be made or given by way of compensation for loss of office, or as to their remaining in or retiring from office) in connection with, in anticipation of, or in response to, the Offer.

# APPENDIX

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## 10. FINANCIAL ASSISTANCE

No financial assistance (directly or indirectly) is to be provided by NZFSU, for the purposes of, or in connection with, this Offer.

## 11. LIKELIHOOD OF CHANGES IN TARGET COMPANY

In the event that Olam becomes entitled to invoke the compulsory acquisition provisions of Part 7 of the Takeovers Code, Olam proposes to promptly invoke those provisions so as to acquire all of the remaining Shares and delist NZFSU.

In the event Olam is not entitled to invoke the compulsory acquisition provisions of Part 7 of the Takeovers Code, it intends to continue to work with the board of NZFSU to implement its current business plan, including the previously indicated capital raising required to do this.

## 12. PRE EMPTION CLAUSES IN TARGET COMPANY'S CONSTITUTION

As at the date of this Offer document there is no restriction on the right to transfer any equity securities to which the Offer relates contained in the constitution of NZFSU which has the effect of requiring the holders of those securities to offer the securities for purchase to NZFSU shareholders or to any other person before transferring those securities.

## 13. ESCALATION CLAUSES

There is no agreement or arrangement (whether legally enforceable or not) under which any existing holder of equity securities in NZFSU will or may receive in relation to, or as a consequence of, the Offer any additional consideration or other benefit over and above the consideration set out in the Offer, or any prior holder of equity securities in NZFSU will or may receive any consideration or other benefit as a consequence of the Offer.

## 14. INDEPENDENT ADVISER'S REPORT

No report is required under Rule 22 of the Takeovers Code (which, if the offer is for more than 1 class of securities, requires a report by an independent adviser on the fairness and reasonableness of the consideration and terms of the offer as between different classes of securities).

## 15. CERTIFICATE

To the best of our knowledge and belief, after making proper enquiry, the information contained in this Offer document (including the Appendix) is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Olam under the Takeovers Code.

Signed by the persons named below or their respective agents authorised in writing.



Sridhar Krishnan

Director

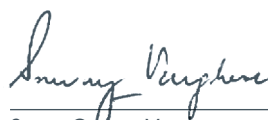
Olam International Limited



Shekhar Anantharaman

Director

Olam International Limited



Sunny George Verghese

Group Managing Director & Chief Executive Officer

Olam International Limited



Krishnan Ravi Kumar

Group Chief Financial Officer

Olam International Limited



# PLEASE NOTE

# 15

## **IF YOU HAVE SOLD ALL YOUR NZ FARMING SYSTEMS URUGUAY LIMITED SHARES**

Please send this Offer and all enclosures (including the Acceptance Form) at once to the new NZFSU shareholder or the broker through whom you made the sale requesting that they be forwarded to the new shareholder.

## **IF YOU HAVE SOLD SOME OF YOUR NZ FARMING SYSTEMS URUGUAY LIMITED SHARES**

Please alter the total holding on the Acceptance Form to the number of Shares which you have retained and wish to sell and forward the amended form in the reply paid envelope supplied to:

Computershare Investor Services Limited  
Re: Olam International Limited Offer  
Level 2, 159 Hurstmere Road, Takapuna, North Shore City 0622  
Private Bag 92119, Auckland 1142

Upon receipt of the amended Acceptance Form, Olam will recalculate the amount of cash comprising your consideration to reflect the number of Shares sold by you.

If appropriate, please also request the broker through whom you made the sale to advise the purchaser or purchasers of your Shares of this Offer and that copies of it are available from the above address.

## **IF YOU WANT TO ACCEPT THE OFFER FOR PART OF YOUR HOLDING**

Please alter the total holding on the Acceptance Form to the number of Shares which you wish to sell and forward the Acceptance Form in the reply paid envelope supplied to:

Computershare Investor Services Limited  
Re: Olam International Limited Offer  
Level 2, 159 Hurstmere Road, Takapuna, North Shore City 0622  
Private Bag 92119, Auckland 1142

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