Acquisition of Kayass Enterprises

7 June 2012

Cautionary note on forward-looking statements

This presentation may contain statements regarding the business of Olam International Limited ('Olam') and its subsidiaries ('Group') that are of a forward looking nature and are therefore based on management's assumptions about future developments.

Such forward looking statements are intended to be identified by words such as 'believe', 'estimate', 'intend', 'may', 'will', 'expect', and 'project' and similar expressions as they relate to the Group. Forward-looking statements involve certain risks and uncertainties because they relate to future events. Actual results may vary materially from those targeted, expected or projected due to several factors.

Potential risks and uncertainties includes such factors as general economic conditions, foreign exchange fluctuations, interest rate changes, commodity price fluctuations and regulatory developments. The reader and/or listener is cautioned to not unduly rely on these forward-looking statements. We do not undertake any duty to publish any update or revision of any forward looking statements.

Presentation outline

- Transaction Overview
- Investment Rationale
- Strategic Fit
- Financial Impact
- Q&A

Transaction Overview

The Transaction	Olam enters the Dairy products and beverage segments in Nigeria with the acquisition of Kayass Enterprises S.A., for US$66.5Mn (subject to working capital at close)
Investment Highlights	The transaction adds to Olam's packaged foods business footprint in West Africa with an entry into an attractive and fast growing segment with a total market size of ~US$1.2Bn with expected growth rates of between 7 to 8% CAGR over the next 5 years Acquired business comes with 2 plants in Lagos – a beverage products plant (supporting dairy and juice beverages) and a powder packaging facility (supporting the milk powder franchise), all existing brands including "Blue Boat", "Nature's Fresh" and "Yo-Jus" The business is expected to be earnings accretive from FY14, generate ~20% EBITDA margins by FY2016 and have an equity IRR of 35%.

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Investment is aligned to our 2009 strategic plan

Our governing objective is to maximise long term intrinsic value for our continuing shareholders

Pursue 3 key drivers: 1) Open up Capital Spreads (ROE-KE, ROIC-WACC); 2) Increase the Rate of Profitable Growth; and 3) Sustain duration of growth

Vision

To be the leading global supply chain manager and processor of agri-commodities by:

- **Serving growers and customers globally**
- **Pursuing select scalable & attractive niches in upstream (plantations/farming) and mid-stream (value added processing)**
- **Capitalising on our emerging markets expertise**

Goals

- Increase **Intrinsic Value by 3-4x** over the next two 3-year cycles. **NPAT** target **US$450*million** by **FY2015**
- Pursue profitable growth & improve margin structure (**NPAT margin ≥4%** by **2015**) by selective participation in attractive value chain adjacencies (upstream & mid-stream)
- Maintain financial and strategic flexibility for a wide range of economic scenarios (developing minimalist, balanced & unconstrained plans)
- Be widely recognised as a responsible and sustainable value creator

Strategic thrusts

Invest to achieve integrated value chain leadership	Selectively expand into attractive value chain adjacencies	Optimise and extract full value from core	Build on latent assets	Downsize/exit/prune unattractive activities
Cocoa, Coffee, Edible Nuts, Spices & Vegetable Ingredients, Natural Fibres	Grains, Sugar, Rice, Dairy, Palm & Rubber	Sesame & Wood Products	Packaged Foods Business (PFB) in W. Africa, Commodity Financial Services (CFS), Agri-Inputs (fertiliser)	Select product origins and profit centres, eg. Pulses

Enablers

Excellence in execution
- Institutionalise Program Management capabilities
- Acquire capabilities in upstream plantation/ farm management & midstream VA processing
- Complexity management
- Scalable IT, Risk, Control & Compliance systems

M&A effectiveness
- Actively build M&A pipeline and develop prioritisation
- Deepen due diligence capabilities
- Institutionalise best-in-class integration practices

Capital efficacy
- Strengthen capital structure and build financial flexibility
- Continuously improve overhead and capital productivity

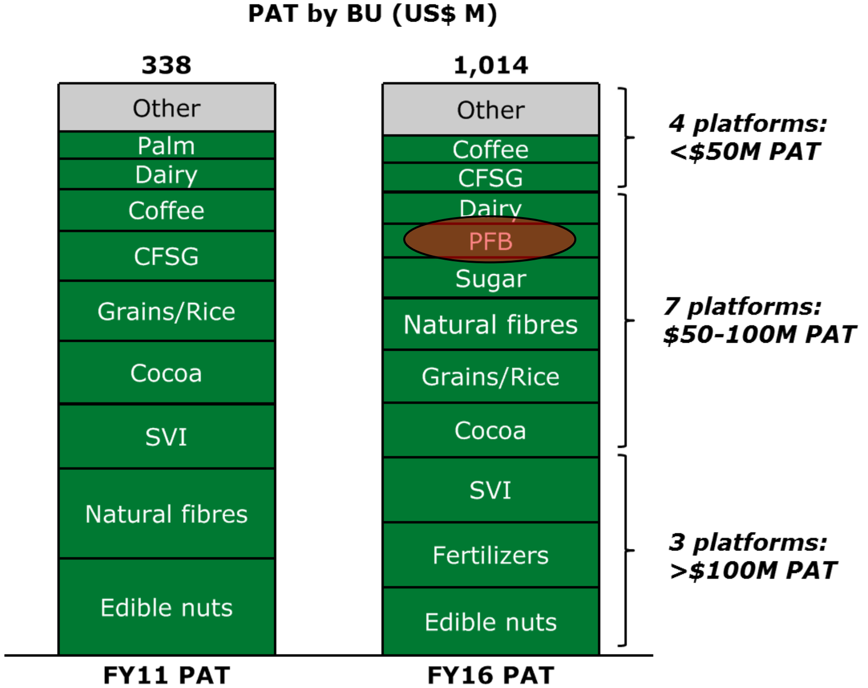
People & Values
- Continue to grow global talent pool
- Deepen entrepreneurial culture
- Continue to embed stretch and ambition
- Create ownership culture
- Build empowered teams

** Target subsequently raised to US$ 1 billion by FY2016*

Packaged Foods is a growing and important platform in Olam's strategic plan

Olam's Packaged Food Business Strategy

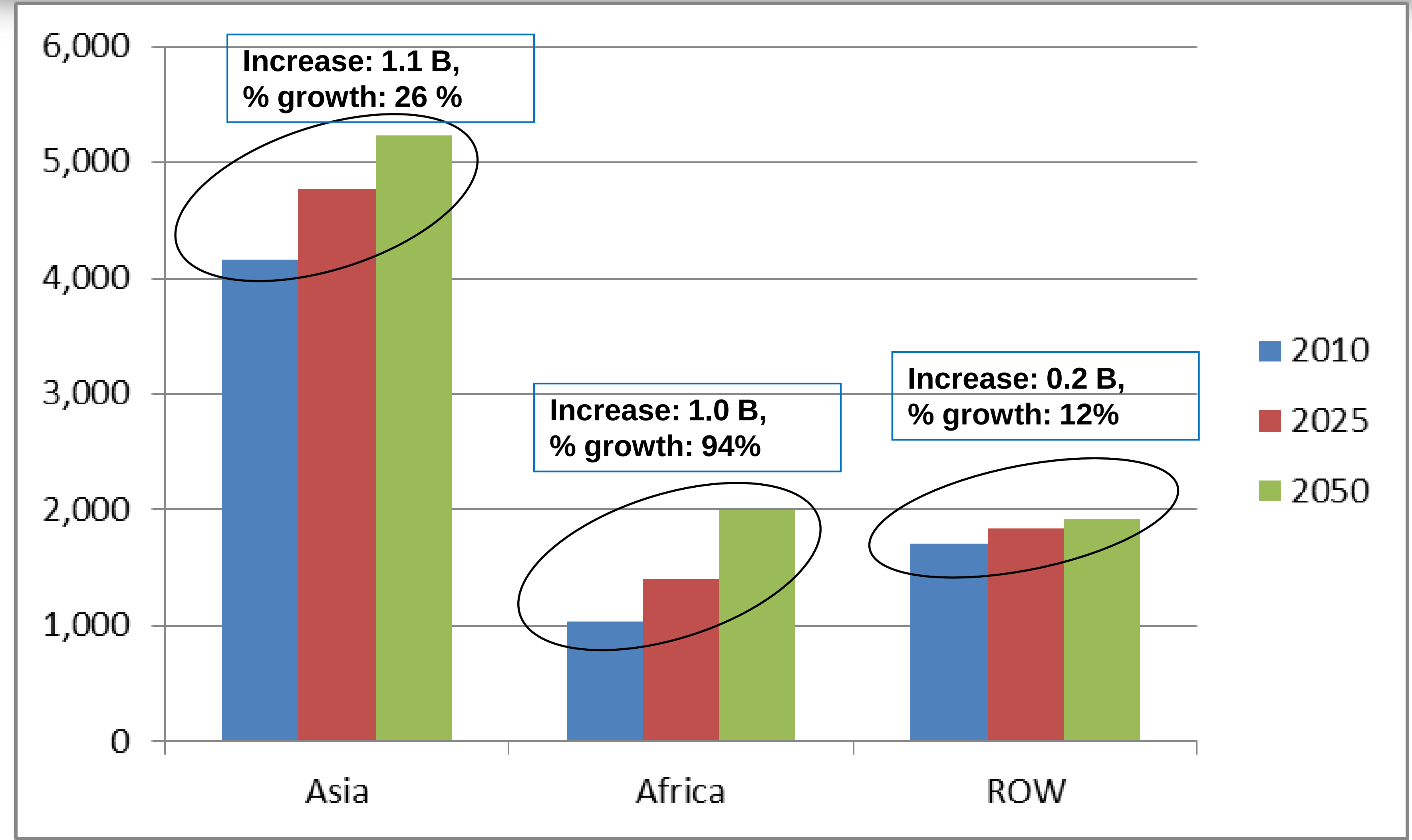
Build **regional brand and market leadership** in a minimum of 5 core packaged food categories by building deep consumer insights and a innovative pipeline of products that uniquely service the needs of African consumers



Why Africa?

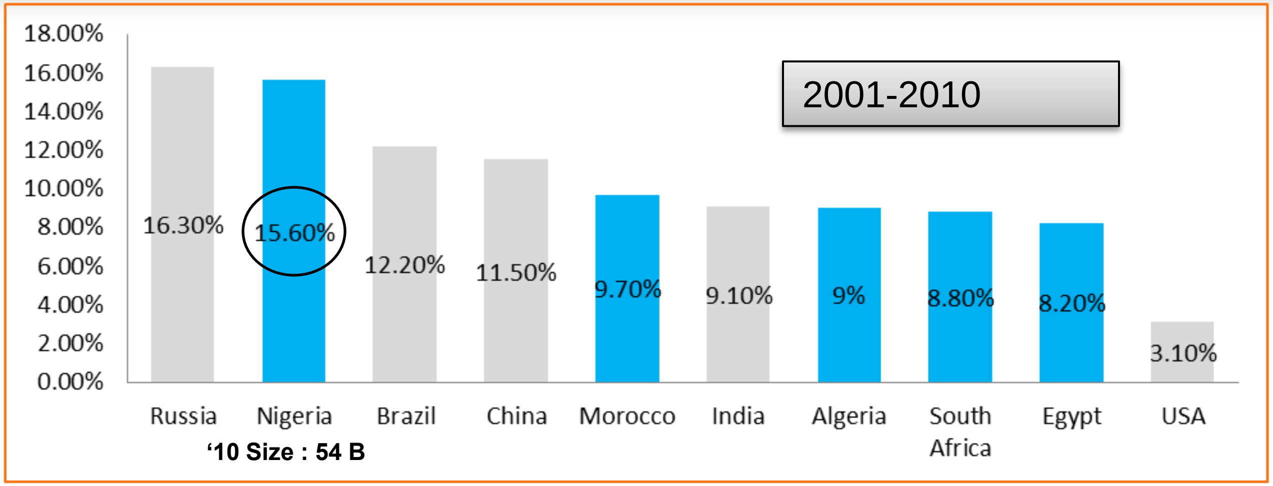
- Growing share of the world's **Population, Consumption and GDP growth** will come from Africa in the next 2 decades
- The changing **demographic profile**, increasing **urbanization** of the population and greater **discretionary spending power** are driving strong growth in the processed / packaged food segments across Africa
- **Competitive landscape still favorable** and consumer tastes and preferences are still evolving
- **Early entrant advantages still available**. Followers choosing to enter 5 years from now will find it difficult and expensive to gain share
- Many global consumer product companies have started to express interest in Africa – deriving significant returns and **making sizeable investments to scale their businesses**
- Olam has been **operating in Africa since 1989** and has built significant local context and distribution infrastructure across West Africa

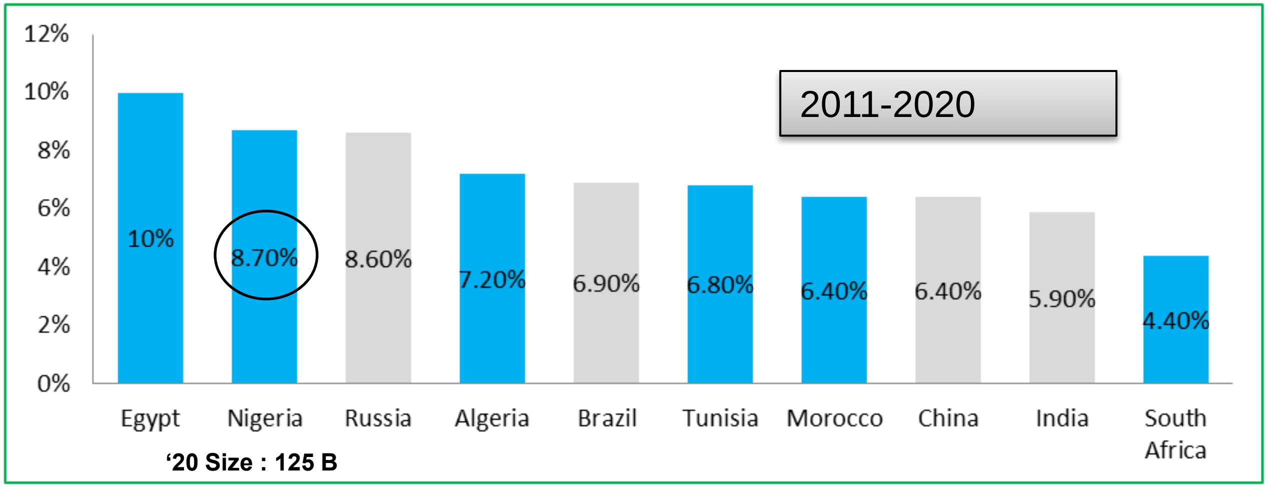
Africa will exhibit the highest growth in population – It will double from 1 B to 2 B by Year 2050



UN median population forecasts

Africa offers one of the highest growth rates for FMCG products. Nigeria ranks No 2 in the world between 2001 and 2020





Euromonitor data – Includes Food , Non Food and Beverages

Strategic Choice of Markets and Categories

- **Choice within African Markets:** Since significant front end investments are required in setting up Sales and Distribution infrastructure, as well as in the initial brand building efforts; we have decided to focus on a few large markets in Phase 1 of our strategic Plan. These include:
  - **Nigeria**
  - **Ghana**
  - **South Africa**
  - **Cote d'Ivoire and**
  - **The MBTN cluster (Mali, Burkina Faso, Togo and Niger)**

- This choice is based on the relative size and scope of these markets on a stand-alone basis, as well as Olam's significant presence and back end strengths in these regions

Strategic Choice of Markets and Categories

- **Choice of Categories across these markets:** There are hundreds of packaged food categories within and across these markets. We've gone through a detailed exercise of evaluation and identified target categories, based on the following filters:
  - **Market Size and growth rates** (> US$ 300m in annual sales revenue and > 5% growth rate)
  - **Base gross margins** (16-18%); with potential for improvement through better pricing, product and packaging innovation, local manufacturing, and improved supply chain efficiencies
  - **Competitive intensity** and **winnability for Olam**
  - **Link with Olam's core portfolio** for effective raw material sourcing and other supply chain efficiencies
  - **Sales and distribution synergies** across identified categories
  - **Capability sharing** - Marketing, consumer insight, product development, and potential synergies of a common Brand umbrella
  - **Scalability** across currently identified markets and other Olam regions in the future

Large sized opportunity pipeline within identified categories and focus markets

Category	Current Market Size ($M)	Growth Rate (%)
Tomato Paste	343	8-10%
Biscuits	828	10-12%
Pasta	587	10-12%
Seasonings	747	6-8%
Candies	273	12-15%
Instant Noodles	312	12-15%
Dairy Products & Beverages	1180	7-8%
Total	4,125	

- Market size across Olam's focus countries - Nigeria, Ghana, MBTN* and Ivory Coast

Company Estimates

*MBTN: Mali, Burkina-Faso, Togo, Niger

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Olam's Current Footprint

- Started operations in 2007 in Nigeria with launch of Tasty Tom® tomato paste and currently present across multiple categories – Tomato Paste / Seasonings / Pasta / Biscuits / Noodles in key West African markets (Nigeria / Ghana / Ivory Coast / MBTN Cluster)

OK Foods®

OK Sweets® QUALITY FOR ALL

- 2nd largest player in tomato paste across West Africa
- Top 3 position in Seasonings with leadership in one sub-category
- Growing share in the biscuit category in Ghana with a plan to develop into a regional supply hub
- Built strong double digit market share for Noodles in Nigeria within 18 months of entry
- Leadership position in Biscuits and Candies with the acquisition of OK Foods®

What we have built

- Strong background and local context built over two decades of operating history in the region
- Investments have already been made in market research and consumer immersions designed to gain deep consumer insight, leading to focused and relevant product development that is better suited to the tastes and preferences of the African consumer
- Have already created/acquired 5 strong brands, across multiple markets – with leading market share (25-35% in participating markets) and brand recall
- Experienced sales and marketing teams already in place with relevant experience in the FMCG industry
- Differentiated marketing and brand building efforts have helped in market share gains against competitors

Overview of Kayass Enterprises S.A.

Packaged Milk Powder

Flavoured Milk

Juices

UHT Milk

Assets

Apapa Factory	Isolo Factory
• Powder Packing facility • 6,201 sq meters of port-adjacent land • 4 bay warehouse with external area of 3,364 sq meters • 23 packaging lines • Supports the “Blue Boat: range of milk powder products	• Beverages facility • 19,952 sq meters of land • 11 bay warehouse with an external area of 10,349 sq meters • Processing capacity of upto 200,000 litres per day • Site includes 2 residential blocks with 16 flats • Supports “Nature’s Fresh” and “Yo-Jus” range of products

Acquisition synergies

The Olam Advantage	The Kayass Advantage
• A direct bolt-on to existing Packaged foods business infrastructure in Nigeria • Sales & Distribution infrastructure with a direct reach to 80% of first tier channel members across Nigeria • Channel / Brand / Cost synergies across regional markets and categories • Differentiated investments in brand-building, innovation and consumer insight vis-à-vis competition • Significant backend synergies across raw material sourcing, processing, logistics and warehousing	• A high quality Dairy products & beverages manufacturing facility built to European standards (< 3 years old) • Significant synergies with our Dairy business (Kayass is an existing customer) • Strong brand in Milk Powder business – ‘Blue Boat’ • Comes with good quality managerial talent in manufacturing and Supply chain • Accelerated entry into the largest consumer category in Nigeria with an established brand franchise

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Financial Impact

- Olam's investment of US$ 66.5Mn to be funded from internal accruals and borrowings
- Expected to deliver EBITDA margins of ~20% by FY2016 and an equity IRR of 35%
- Transaction will be earnings accretive from FY2014 driven by higher capacity utilization at the plants

Thank You!