



BROKERS STAMP

# Acceptance Form.

## OLAM INTERNATIONAL LIMITED FULL CASH TAKEOVER OFFER FOR ALL SHARES IN NZ FARMING SYSTEMS URUGUAY LIMITED

SHAREHOLDER ("**Transferor**")

SHAREHOLDER NUMBER/CSN

NO. OF SHARES HELD IN NZFSU AS AT 15 OCTOBER 2012

TOTAL CONSIDERATION (at NZ \$0.75 per share)

NAME ON REGISTER

By signing this Acceptance Form the Transferor hereby:

- (a) accepts the full cash takeover offer ("**Offer**") dated 18 October 2012 of Olam International Limited ("**Transferee**"), for the number of shares in NZ Farming Systems Uruguay Limited ("**NZFSU Shares**") held and nominated by the Transferor as set out in the box below ("**Nominated Shares**");
- (b) subject to the terms and conditions of the Offer, transfers those Nominated Shares to the Transferee; and
- (c) as set out on the reverse of this Acceptance Form, appoints the Transferee as attorney of the Transferor.

The Transferee hereby agrees to take the Nominated Shares subject to the terms and conditions of the Offer.

**NUMBER OF NZFSU SHARES YOU WISH TO SELL:**

Note:

1. You may accept this Offer in respect of all or any NZFSU Shares held by you.
2. If you do not state the number of NZFSU Shares in respect of which you wish to accept the Offer, you will be deemed to have accepted the Offer in respect of all the NZFSU Shares held by you and to have stated that number in the box above.

### METHOD OF PAYMENT

Payment will be made by either electronic transfer directly into the Transferor's bank account, or by cheque. Please select a Method of Payment by ticking the appropriate box below. Note that all payments will be made in New Zealand dollars.

Method of Payment (please tick one):

**CHEQUE**

**ELECTRONIC TRANSFER**

Note: If you do not select a Method of Payment, or the details that you provide are not sufficient to effect an electronic transfer, you will be paid by cheque, or by Direct Credit to your existing nominated account held by Computershare Investor Services Limited.

**Electronic Transfer Details:** Please complete the details below if you wish to be paid by electronic transfer:

Account Name:

NZ Bank Account Number:

## CONTACT DETAILS

Daytime Phone Number:

E-mail Address:

Dated and executed the

day of

2012

### For individual or joint holders / attorney

Signed by the Transferor(s):

Signature

Signature

### For a company / body corporate

Signed by the Transferor(s) by:

Director

Director / Duly Authorised Person

## NOTES AND INSTRUCTIONS FOR COMPLETION

- 1. TO ACCEPT THE OFFER:** Complete and sign this Acceptance Form where marked "Signed by the Transferor(s)". Companies must sign in accordance with the Companies Act 1993.
- 2. METHOD OF PAYMENT:** You should select a Method of Payment. If you do not, or the details that you provide are not sufficient to effect an electronic transfer to you, you will be paid by cheque, or by Direct Credit to your existing nominated account held by Computershare Investor Services Limited.
- 3. JOINT HOLDERS:** If the Nominated Shares are registered in the names of joint holders, all must sign the Acceptance Form.
- 4. POWER OF ATTORNEY:** If the Acceptance Form is signed under a power of attorney, the relevant power of attorney must be submitted with the Acceptance Form for noting and return, and the certificate printed overleaf must be completed.
- 5. ON COMPLETION:** Place the signed Acceptance Form in the enclosed reply-paid envelope and post to the address below, email the signed Acceptance Form to the email address provided below or fax the signed Acceptance Form to the number provided below, as soon as possible, but in any event so as to be received not later than 5.00pm New Zealand time on 30 November 2012 (unless extended).

Computershare Investor Services Limited  
Re: Olam International Limited Offer  
Private Bag 92119  
Auckland 1142  
New Zealand  
Email: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)  
Facsimile: +64 9 488 8787

If you fax this Acceptance Form to Computershare Investor Services Limited please mark the original Acceptance Form "FAXED".

- 6. PREVIOUS SALE:** If you have sold all your NZFSU Shares, please pass this Acceptance Form together with the Offer documents to your sharebroker or the purchaser(s) of such NZFSU Shares. If you have sold part of your shareholding, record that fact on this Acceptance Form by amending the number of NZFSU Shares noted as being held by you on the face of this Acceptance Form.
- 7. SALE OF PART OF HOLDING ONLY:** If you want to accept the Offer for part of your holding only, please enter the number of NZFSU Shares you wish to sell in the relevant box above before returning the Acceptance Form to the Transferee.
- 8. INTERPRETATION:** In this Acceptance Form references to the Transferor in the singular shall include the plural.

**IF YOU ARE IN ANY DOUBT ABOUT THE PROCEDURE FOR ACCEPTANCES, PLEASE CALL COMPUTERSHARE INVESTOR SERVICES LIMITED ON +64 9 488 8777.**

**POWER OF ATTORNEY**

BY THE TRANSFEROR'S EXECUTION OF THIS ACCEPTANCE FORM, THE TRANSFEROR hereby enters into a Power of Attorney in favour of the Transferee as follows:

As from the date of beneficial ownership, and title, to my/our Nominated Shares passing to the Transferee in accordance with the terms of the Offer, I/we hereby irrevocably authorise and appoint the Transferee (with power of substitution by the Transferee in favour of such person(s) as the Transferee may appoint to act on its behalf) as my/our attorney and agent to act for me/us and do all matters of any kind or nature whatsoever in respect of or pertaining to the Nominated Shares and all rights and benefits attaching to them as the Transferee may think proper and expedient and which I/we could lawfully do or cause to be done if personally acting as a legal or beneficial owner of the Nominated Shares.

**IF THIS ACCEPTANCE FORM IS SIGNED UNDER POWER OF ATTORNEY, THE ATTORNEY(S) SIGNING MUST SIGN THE FOLLOWING CERTIFICATE:**

**CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY**

I/WE,

[Redacted Name]

*(Insert name of Attorney(s) signing)*

of

[Redacted Address and Occupation]

*(Address and Occupation)*

HEREBY CERTIFY:

1. THAT by a Power of Attorney dated the [Redacted] day of [Redacted] the Transferor named and described on the face of this Acceptance Form ("Donor") appointed me his/her/its/their attorney on the terms and conditions set out in that Power of Attorney.
2. THAT I/we have executed the Acceptance Form printed on the face of this document as attorney under that Power of Attorney and pursuant to the powers thereby conferred upon me/us.
3. THAT at the date hereof I/we have not received any notice or information of the revocation of that Power of Attorney by the death (or winding up) of the Donor or otherwise.

Signed at

[Redacted Location]

this

[Redacted Day]

day of

[Redacted Month]

2012

[Redacted Signature]

*Signature of Attorney(s)*

NOTE: Your signature does not require witnessing



