



**OLAM INTERNATIONAL LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199504676H)

**ANNOUNCEMENT**

**ADJUSTMENT TO THE CONVERSION PRICE OF US\$300 MILLION 1.0 PER CENT.  
CONVERTIBLE BONDS DUE 2013 (ISIN: XS0369440309)**

Olam International Limited (the "**Company**") refers to the US\$300 million 1.0 per cent. Convertible Bonds due 2013 (ISIN: XS0369440309) issued by the Company (the "**Convertible Bonds**"), as well as its announcement dated 3 December 2012 (the "**Announcement**") in connection with its underwritten rights issue of US\$750 million in principal amount of 6.75 per cent. Bonds due 2018 (the "**Bonds**"), in the denomination of US\$1.00 for each Bond, with 387,365,079 free detachable warrants (the "**Warrants**"), each Warrant carrying the right to subscribe for one new ordinary share in the capital of the Company (the "**New Share**") at an exercise price of US\$1.291 for each New Share, on the basis of 313 Bonds of principal amount of US\$1.00 each with 162 Warrants for every 1,000 existing ordinary shares in the capital of the Company held by the Entitled Shareholders (as defined in the Announcement), as at 5.00 pm on 2 January 2013, fractional entitlements to be disregarded (the "**Rights Issue**").

*Unless otherwise defined herein, all capitalised terms used in this announcement shall bear the same meanings as in the terms and conditions of the Convertible Bonds (the "**Conditions**").*

The Conditions provide for adjustments to be made to the Conversion Price of the Convertible Bonds whenever the Company issues any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares) to all or substantially all Shareholders as a class by way of rights or grants to all or substantially all Shareholders as a class by way of rights, options, warrants or other rights to subscribe for, purchase or otherwise acquire any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares). An Independent Investment Bank (as defined in the Conditions) has been appointed to assist the Company to determine the adjustment provision that is appropriate to use and the fair market value that is to be used to make an adjustment to the Conversion Price as a result of the Rights Issue. The Company is pleased to set out below, a summary of the calculations on the adjustment to be made to the Conversion Price based on the formula in Condition 6(C)(5):

$$\text{Adjusted Conversion Price} = \text{Conversion Price} \times \frac{A - B}{A}$$

Where

Conversion Price = S\$3.72 per Share

A = S\$1.82450, being the Current Market Price of one Share on the last Trading Day preceding the date on which the Rights Issue was announced

B = S\$0.03175, being the Fair Market Value on the date of the announcement of the portion of the rights attributable to one



Share. For this purpose, the Conditions provide that where options, warrants or other rights are publicly traded in a market of adequate liquidity (as determined by an Independent Investment Bank) the fair market value of such options, warrants or other rights shall equal the arithmetic mean of the daily closing prices of such options, warrants or other rights during the period of five trading days on the relevant market commencing on the first such trading day such options, warrants or other rights are publicly traded.

The adjusted Conversion Price pursuant to the Rights Issue is therefore **S\$3.65** per Share.

The adjustment shall become effective on 29 January 2013, the date of issue of the Bonds and the Warrants.

A copy of this announcement is concurrently being despatched to The Bank of New York Mellon, London Branch, the Trustee and the Agents, for distribution to the Bondholders.

#### **BY ORDER OF THE BOARD**

Shekhar Anantharaman  
Executive Director

12 April 2013  
Singapore

#### **IMPORTANT NOTICE**

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. The Company does not intend to register any portion of the Rights Issue in the United States or to conduct a public offering of securities in the United States. Neither this notice nor any portion hereof may be sent or transmitted into the United States or any jurisdiction where to do so is unlawful. Any failure to comply with these restrictions may constitute a violation of the United States securities law or the securities laws of any such other jurisdiction.