



## OLAM INTERNATIONAL LIMITED

(Company Registration No.: 199504676H)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 3 April 2018 issued by Olam International Limited (the "Circular").*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Olam International Limited (the "**Company**") will be held at Ballroom 1, The Westin Singapore, 12 Marina View, Asia Square Tower 2, Singapore 018961 on Wednesday, 25 April 2018 at 10.30 a.m. (or such later time following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing the following resolution as a special resolution:

#### SPECIAL BUSINESS

##### SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT the new constitution of the Company ("**New Constitution**") submitted to this meeting and, for the purpose of identification, subscribed to by a Director, be and is hereby approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.

*Please refer to the explanatory note provided.*

#### BY ORDER OF THE BOARD

Lai Kuan Loong Victor  
Company Secretary  
Singapore

Date: 3 April 2018

**Please read the following notes and the explanation of the resolution before deciding how to vote.**

#### Appointment of Proxy

1. A member entitled to attend and vote at the EGM, and who is not a Relevant Intermediary (as hereinafter defined) is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A member of the Company who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote in his place, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. A proxy need not be a member of the Company.

"**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**").

2. The instrument appointing a proxy must be deposited at the registered office of the Company at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936, or at the office of the Share Registrar of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the EGM. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

3. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

#### Voting

1. In compliance with Rule 730A(2) of the Listing Manual, the Company intends to call a poll on the resolution to be passed at the EGM. The Company intends to conduct the poll electronically. Voting and vote tabulation procedures will be read and explained at the start of the EGM before voting begins. An independent scrutineer will be appointed to count and validate the votes at the EGM. If an electronic poll is conducted, the result of the resolution will be instantaneously displayed at the EGM, showing the total number of Shares represented by votes cast for and against the resolution as well as abstentions. Shareholders who are unable to attend the EGM may refer to the Company's announcement on SGXNet after the EGM.
2. Shareholders who are unable to attend the EGM are entitled to appoint proxies to attend and vote at the EGM on their behalf by duly completing the Proxy Form. All valid votes cast by proxies on the resolution will be counted. Accordingly, Shareholders may ensure that their views are counted by appointing a proxy to cast the votes on their behalf. The duly completed Proxy Form must be deposited at the Company's registered office at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936, or at the office of the Company's Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Please complete and return your Proxy Form as soon as possible and in any event not less than 48 hours before the time appointed for the EGM. Please refer to the Proxy Form for further information.

#### Website

The Company's website, [www.olamgroup.com](http://www.olamgroup.com), provides more information about the Company, including the latest Annual Report, the Circular, the Notice of EGM and the Proxy Form.

#### Admission to the EGM

Please arrive with sufficient time to allow for registration. Please bring your attendance and identification documentation with you.

#### Explanatory Note of the Special Resolution to be Proposed at the EGM

Special Resolution 1 is proposed as a special resolution. For a special resolution to be passed, not less than three-fourths of the votes cast must be in favour of the resolution.

Special Resolution 1, if passed, will allow for the adoption of the New Constitution following the wide-ranging changes to the Companies Act, introduced pursuant to the Companies (Amendment) Act 2014 and the Companies (Amendment) Act 2017 ("**Amendment Acts**"). The New Constitution will consist mainly of the provisions of the existing memorandum and articles of association comprising the existing constitution of the Company, as updated to incorporate various amendments, primarily to give effect to the changes introduced by the Amendment Acts. Please refer to the Circular for more details.