



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

ANNOUNCEMENT

BINDING OFFER FOR THE ACQUISITION OF 100% INTEREST IN DANGOTE FLOUR MILLS PLC

Olam International Limited (the “**Company**” or “**Olam**”) wishes to announce that it has today made a binding offer (the “**Offer**”) to acquire all the outstanding and issued shares of Dangote Flour Mills Plc (“**DFM**”) that are not currently owned by Olam (the “**Proposed Transaction**”). Olam, through its subsidiary, Crown Flour Mills Limited, currently holds 0.1% (equivalent to 5,113,229 shares) interest in DFM.

The Offer

The aggregate consideration (the “**Consideration**”) under the Offer for the entire 5,000,000,000 issued shares of DFM is N130,000,000,000.00 (One Hundred and Thirty Billion Naira Only), based on enterprise value, on a debt-free, cash-free basis, payable in cash at the closing of the Proposed Transaction. The Consideration is subject to adjustments following the determination of the net working capital and net debt of DFM as at 31 March 2019 or any other later date that may be agreed by Olam and the Board of DFM. The final Consideration will be adjusted downwards to exclude the existing DFM shares held by Olam through its subsidiary.

About DFM and Rationale for the Proposed Transaction

DFM is a company incorporated in Nigeria with its shares traded on The Nigerian Stock Exchange (the “**NSE**”). DFM is principally engaged in wheat milling, flour and pasta manufacturing and distribution. Olam currently operates wheat milling, flour and pasta manufacturing in Nigeria and Sub-Saharan Africa. The Proposed Transaction is intended to strengthen the Company’s leading position in the large and growing flour and high value-added pasta markets in Nigeria and extract multiple synergies by combining the acquired assets with its existing local footprint.

Key Conditions

It is intended that the Proposed Transaction will be executed through a Scheme of Arrangement, under Section 539 of the Companies & Allied Matters Act Chapter C20 Laws of the Federation of Nigeria 2004 and other applicable laws, rules and regulations.

The Proposed Transaction is subject to, amongst others, the approval of DFM’s shareholders, regulatory approvals, the sanction of the Federal High Court, as well as the absence of a material adverse change in DFM (the “**Conditions**”). Upon the satisfactory fulfilment of the Conditions, DFM would be delisted from the NSE.

Financing the Proposed Transaction

The Company intends to finance the Proposed Transaction with internal cash resources and existing borrowings.

Interests of Directors and Controlling Shareholders

None of the Directors and controlling shareholders of the Company or their associates have any interests, direct or indirect, in the Proposed Transaction, other than through each of their respective shareholding interests, direct and/or indirect (if any), in the Company.

Further Announcement(s)

The Board of DFM who is in receipt of the Offer will review and make the appropriate recommendation.

The Company will issue an update, as maybe appropriate, as and when there is a material development on the Proposed Transaction.

By Order of the Board

Shekhar Anantharaman
Executive Director & Group Chief Operating Officer

Singapore, 23 April 2019

About Olam International Limited

Olam International is a leading food and agri-business supplying food, ingredients, feed and fibre to over 19,800 customers worldwide. Our value chain spans over 60 countries and includes farming, processing and distribution operations, as well as a sourcing network of an estimated 4.8 million farmers.

Through our purpose to 'Re-imagine Global Agriculture and Food Systems', Olam aims to address the many challenges involved in meeting the needs of a growing global population, while achieving positive impact for farming communities, our planet and all our stakeholders.

Headquartered and listed in Singapore, Olam currently ranks among the top 30 largest primary listed companies in terms of market capitalisation on SGX-ST.

More information on Olam can be found at www.olamgroup.com.

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