



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

ANNOUNCEMENT

**ELECTRONIC DISSEMINATION OF COMPOSITE SCHEME DOCUMENT TO SHAREHOLDERS
AND ALTERNATIVE ARRANGEMENTS FOR SCHEME MEETING AND EXTRAORDINARY
GENERAL MEETING TO BE HELD ON 18 FEBRUARY 2022**

1. **Background:** Olam International Limited (the "**Company**") refers to its announcement on 14 December 2021 in relation to the proposed restructuring of the Company by way of a scheme of arrangement under Section 210 of the Companies Act 1967 (2020 Revised Edition) of Singapore (the "**Companies Act**") (the "**Scheme**"), the proposed listing of OFI Group Limited ("**OFIGL**"), and the proposed demerger of the Olam Food Ingredients business.
2. **Electronic dissemination of the Circular to Shareholders:** The Company wishes to announce that it has today released to the shareholders of the Company ("**Shareholders**") a composite scheme document dated 27 January 2022 (the "**Circular**") by electronic means via publication on SGXNET and on the Company's website at www.olamgroup.com. The Circular contains, *inter alia*, the following:
 - (a) details of:
 - i. the proposed restructuring by way of the Scheme, which will interpose two (2) recently-incorporated companies – Olam Group Limited ("**OG**"), which is incorporated in Singapore, and its wholly-owned subsidiary, OFIGL, which is incorporated in the United Kingdom – between the Company and the Shareholders;
 - ii. the proposed dividend in specie by the Company of its interest in some or all of the promissory notes it holds to OFIGL (the "**Proposed Dividend in Specie**");
 - iii. the proposed sale by OG of part of its shareholding in OFIGL in conjunction with the primary listing of OFIGL on the London Stock Exchange and its concurrent secondary listing on the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**OFI IPO**") (the "**Proposed Disposal**");
 - iv. the dilution of OG's interest in OFIGL as a result of the proposed issuance of new OFIGL shares by OFIGL as part of the OFI IPO (the "**Proposed Dilution**"); and
 - v. the proposed demerger of the Olam Food Ingredients business via a capital reduction to be undertaken by OG under Section 78G of the Companies Act, pursuant to which OG will distribute all of the remaining OFIGL shares held by OG after the Proposed Disposal to the Shareholders entitled to the distribution (the "**Proposed Capital Reduction**");

- (b) the notice dated 27 January 2022 (the "**Notice of Scheme Meeting**") of the Scheme meeting (the "**Scheme Meeting**") to be convened by electronic means for the purpose of seeking Shareholders' approval for the Scheme, and the accompanying proxy form for the Scheme Meeting (the "**Scheme Meeting Proxy Form**"); and
- (c) the notice dated 27 January 2022 (the "**Notice of EGM**") of the extraordinary general meeting of the Company (the "**EGM**") to be convened by electronic means for the purpose of seeking Shareholders' approval for the Proposed Dividend in Specie, the Proposed Disposal, the Proposed Dilution and the Proposed Capital Reduction of OG, and the accompanying proxy form for the EGM (the "**EGM Proxy Form**", together with the Scheme Meeting Proxy Form, the "**Proxy Forms**").

You may scan the QR Code below for direct access to the Company's website via any smart device.



No printed copies of this letter, the Circular (including the Notice of Scheme Meeting, Notice of EGM and the Proxy Forms) will be despatched to Shareholders.

Please note that all references to dates and times in this Announcement are to Singapore dates and times.

- 3. **Date, Time and Conduct of the Scheme Meeting and EGM:** The Scheme Meeting will be convened and held by way of electronic means on **18 February 2022 at 3.00 p.m.** The EGM will be convened and held by way of electronic means on **18 February 2022 at 3.30 p.m.** or as soon thereafter following the conclusion of the Scheme Meeting. Shareholders who wish to attend the Scheme Meeting and the EGM should register online by **15 February 2022 at 3.30 p.m.**
- 4. **Virtual Information Session:** A Virtual Information Session will be held by the Company in conjunction with the Securities Investors Association (Singapore) on **9 February 2022 at 7.00 p.m.** Shareholders who wish to attend the Virtual Information Session should register online by **7 February 2022 at 7.00 p.m.** More information of the Virtual Information Session will be announced by the Company on SGXNET and on the Company's website at www.olamgroup.com.
- 5. **Alternative Arrangements:** Shareholders will not be able to attend the Scheme Meeting and the EGM (the "**Meetings**") in person, in line with the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and the joint statement by the Accounting and Corporate Regulatory Authority of Singapore, Monetary Authority of Singapore and Singapore Exchange Regulation ("**SGX RegCo**") released on 1 October 2020 entitled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation". Alternative arrangements have been made, relating to (a) attendance at the Meetings via electronic means (including arrangements by which the Meetings can be electronically accessed via live audio-visual webcast or live audio-only stream),

(b) submission of questions in advance by the deadline specified and/or live at the Meetings, (c) addressing of substantial and relevant questions prior to the Meetings in line with the SGX RegCo Regulator's Column dated 16 December 2021 entitled "What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation", and (d) voting by appointing the Chairman of the Meetings as proxy at the Meetings. Details of the alternative arrangements, including the steps for registering to attend the Meetings via electronic means, submission of questions, and voting at the Meetings by appointing the Chairman of the Meetings as proxy, can be found in the Circular and in the **Appendix** to this Announcement.

6. **Persons who hold shares through Relevant Intermediaries:** Investors holding shares in the Company ("**Shares**") through relevant intermediaries (as defined in Section 181 of the Companies Act) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (together, "**Relevant Intermediaries**") including through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") (collectively, "**Investors**") who wish to follow the proceedings of the EGM through the "live" webcast comprising both video (audio-visual) and audio-only feeds, and submit questions relating to the business of the Meetings, should follow the steps for pre-registration and submission of questions set out in the Appendix. **However, CPF/SRS investors who wish to vote should approach their respective CPF agent banks/SRS operators by 5.00 p.m. on 8 February 2022 to submit their voting instructions.**
7. **Key Dates / Deadlines:** In summary, the key dates/deadlines which Shareholders should take note of are set out in the table below:

Key Dates and Times	Actions
8 February 2022 at 5.00 p.m.	Deadline for CPF/SRS investors who wish to submit their voting instructions to their CPF agent banks/SRS operators
9 February 2022 at 3.30 p.m.	Deadline for Shareholders to submit questions relating to the business of the Meetings
9 February 2022 at 7.00 p.m.	Virtual Information Session held by the Company in conjunction with the Securities Investors Association (Singapore)
15 February 2022 at 3.00 p.m.	Deadline for Shareholders to lodge the Scheme Meeting Proxy Form
15 February 2022 at 3.30 p.m.	Deadline for Shareholders to: <ul style="list-style-type: none"> (a) pre-register at http://smartagm.sg/OlamEGMScheme for the "live" webcast of the Meetings proceedings; and (b) lodge the EGM Proxy Form
17 February 2022 at 3.00 p.m.	Authenticated Shareholders who pre-registered for the "live" webcast to receive a confirmation email containing instructions on how to join the "live" webcast of the Meetings proceedings, including user ID and password details (the " Confirmation Email ").

	Shareholders who do not receive the Confirmation Email by 3.00 p.m. on 17 February 2022, but have pre-registered for the Scheme Meeting or EGM by the registration deadline of 3.30 p.m. on 15 February 2022, should contact the share registrar of the Company, Boardroom Corporate & Advisory Services Pte Ltd (the " Share Registrar "), at +65 6536 5355 (Mondays to Fridays, excluding public holidays, from 9.00 a.m. to 5.00 p.m.) or email to OlamSM&EGM2022@boardroomlimited.com immediately.
18 February 2022 at 3.00 p.m. (for the Scheme Meeting) and 3.30 p.m. (or as soon thereafter following the conclusion of the Scheme Meeting) (for the EGM)	Scheme Meeting and EGM Click on the link in the Confirmation Email and enter the user ID and password to access the "live" webcast of the Meetings proceedings

8. **Important:** Shareholders should note that the manner of conduct of the Meetings may be subject to further changes at short notice. Shareholders are advised to check SGXNET or the Company's website at www.olamgroup.com regularly for updates.

BY ORDER OF THE BOARD

Michelle Tanya Kwek
Company Secretary

Singapore, 27 January 2022

APPENDIX

Steps for pre-registration, submission of questions and voting at the Meetings:

Shareholders will be able to observe and/or listen to the Meetings proceedings through a "live" webcast by pre-registering. Shareholders can submit questions in advance of the Meetings up to **9 February 2022 at 3.30 pm**, and vote at the Meetings by appointing the Chairman of the Meetings ("**Chairman**") as proxy to vote on their behalf at the Meetings.

To do so, they will need to complete the steps below.

No.	Steps	Details
1.	Online Pre-registration	<p>Shareholders who wish to follow the proceedings of the Meetings through the "live" webcast must pre-register online at http://smartagm.sg/OlamEGMScheme (the "Pre-registration Page") from now until 15 February 2022 at 3.30 p.m. (being 72 hours before the time appointed for the holding of the EGM) to enable the Company to verify their status as Shareholders.</p> <p>Following successful verification, the Confirmation Email containing instructions on how to join the "live" webcast of the Meetings proceedings, including user ID and password details, will be sent to authenticated persons before the Meetings.</p> <p>Shareholders who do not receive the Confirmation Email by 17 February 2022 at 3.30 p.m., but have pre-registered for the Scheme Meeting or the EGM by the registration deadline of 15 February 2022 at 3.30 p.m. should contact the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at +65 6536 5355 (Mondays to Fridays, excluding Public Holidays, from 9.00 a.m. to 5.00 p.m.) or email to OlamSM&EGM2022@boardroomlimited.com immediately.</p>
2.	Submission of Questions	<p>Submission of Questions in Advance: All Shareholders can submit questions relating to the business of the Meetings up till 9 February 2022 at 3.30 p.m. in the following manner:</p> <p>(a) via post to the Share Registrar's office at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632 (with effect from 31 January 2022); or</p> <p>(b) via electronic mail to OlamScheme@olamagri.com.</p> <p>When sending in questions, the following details should be provided for verification purposes: the Shareholder's full name, address, telephone number and email address, and the manner in which such Shareholder holds Shares (e.g. if Shares are held by such Shareholder directly, such Shareholder's CDP account number should be provided; otherwise, the Relevant Intermediary through which such Shareholder holds Shares and whether the Shares are held through CPF or SRS should be stated).</p>

		<p>Shareholders are strongly encouraged to submit questions electronically by email.</p> <p>Submission of Questions live at the EGM: Shareholders who participate in the webcast of the Scheme Meeting or the EGM will also be able to ask questions "live" via a "chatbox" which would be made available to the Shareholders to type in their questions during the webcast.</p> <p>Addressing Questions: The Company will endeavour to address all substantial and relevant questions relating to the business of the Meetings by 12 February 2022 at 3.00 p.m. (via an announcement on SGXNET and the Company's website at www.olamgroup.com). Where substantially similar questions are received, the Company may consolidate such questions, and consequently, not all questions may be individually addressed.</p>
3.	<p>Submission of Proxy Forms to Vote</p>	<p>Appointment of Chairman as proxy: Shareholders will not be able to vote online at the Meetings, and will only be able to vote at the Meetings by appointing the Chairman of the Meetings as proxy to vote on behalf of him/her/it at the Meetings in respect of all the Shares held by him/her/it.</p> <p>Specific voting instructions to be given: Where a Shareholder appoints the Chairman of the Meetings as his/her/its proxy, he/she/it must specifically direct the proxy on how he/she is to vote for, vote against, or to abstain from voting, on the resolutions. If no specific direction as to voting is given, the Chairman of the Meetings will vote or abstain from voting at his/her discretion.</p> <p>Submission of Proxy Forms: The Proxy Forms must be deposited with the Company in the following manner:</p> <p>(a) via post to the Share Registrar's office at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632 (with effect from 31 January 2022); or</p> <p>(b) via electronic mail to OlamSM&EGM2022@boardroomlimited.com enclosing a clear scanned completed and signed relevant Proxy Form,</p> <p>by 15 February 2022 at 3.00 p.m. (for the Scheme Meeting) or by 15 February 2022 at 3.30 p.m. (for the EGM) (being 72 hours before the time appointed for the holding of the Scheme Meeting and EGM respectively).</p> <p>A Shareholder who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Please see the Notes to the Proxy Forms for more information.</p>

		<p>Shareholders are strongly encouraged to submit completed Proxy Forms electronically by email.</p> <p>The Proxy Forms are not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF and SRS investors who wish to vote at the Meetings should approach their respective CPF agent banks/SRS operators as soon as possible and in any case, by 8 February 2022 at 5.00 p.m. to submit their voting instructions. An Investor (other than a CPF/SRS investor) who wishes to vote at the Meetings should approach his/her/its Relevant Intermediary as soon as possible within the timeline required by his/her/its Relevant Intermediary to specify his/her/its voting instructions.</p>
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About Olam International

Olam is a leading food and agri-business supplying food, ingredients, feed and fibre to 17,300 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 5 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.

Since June 2020, Olam has been included in the FTSE4Good Index Series, a global sustainable investment index series developed by FTSE Russell, following a rigorous assessment of Olam's supply chain activities, impact on the environment and governance transparency. The FTSE4Good Index Series identifies companies that demonstrate strong Environmental, Social and Governance (ESG) practices and is used by a variety of market participants to create and assess responsible investment funds.

To subscribe to the Olam Newsroom please visit www.olamgroup.com (privacy statement [here](#)). If you do not wish to receive information from Olam, please contact media@olamnet.com

More information on Olam can be found at www.olamgroup.com. Follow @olam:



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