
NOTICE OF SCHEME MEETING

Notice of Scheme Meeting

Olam International Limited

(Company Registration No. 199504676H)
(Incorporated in The Republic of Singapore)
(the “**Company**”)

In view of the ongoing COVID-19 pandemic in Singapore, the Company has obtained leave from the Court to apply alternative arrangements for the Scheme Meeting to be held by electronic means. Shareholders and persons who hold shares of the Company (the “**Shares**”) through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 (2020 Revised Edition) of Singapore (“**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**”) will not be able to attend the Scheme Meeting in person. Shareholders should refer to the below for further information regarding submission of questions in advance of the Scheme Meeting, addressing of substantial and relevant questions prior to the Scheme Meeting and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting.

Shareholders should take note of the following arrangements for the Scheme Meeting:

- (a) **No Attendance in Person:** The Scheme Meeting will be conducted only by electronic means and Shareholders will not be able to physically attend the Scheme Meeting. The proceedings of the Scheme Meeting will be broadcast through a “live” webcast comprising both video (audio-visual) and audio-only feeds. Please pre-register for the “live” webcast if you wish to attend the Scheme Meeting.
- (b) **Live Audio and Video Webcasts:** All Shareholders as well as investors who hold Shares through Relevant Intermediaries, including through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (collectively, “**Investors**”), who wish to follow the proceedings of the Scheme Meeting through the “live” webcast must **pre-register online at <http://smartagm.sg/OlamEGMScheme> by 15 February 2022, 3.30 p.m. Singapore time for verification purposes.** Following successful verification, details on how to join the webcast will be sent to you by 17 February 2022, 3.30 p.m. at the email address specified in your pre-registration details.
- (c) **Voting Solely via Appointing Chairman as Proxy (Submitting a Scheme Meeting Proxy Form):** Shareholders will only be able to vote at the Scheme Meeting by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

A Shareholder who is not a Relevant Intermediary may only cast the votes it uses at the Scheme Meeting in one way, and may only (i) cast all its votes “**for**” the Scheme; (ii) cast all its votes “**against**” the Scheme; or (iii) abstain from voting.

A Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way, provided that each vote is exercised in relation to a different unit of share in the share capital of the Company. A Shareholder who is a Relevant Intermediary may (i) vote “**for**” the Scheme; (ii) vote “**against**” the Scheme and/or (iii) abstain from voting.

Duly completed Scheme Meeting Proxy Forms must be deposited with the Company (i) 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 (ii) via electronic mail to

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OlamSM&EGM2022@boardroomlimited.com enclosing a clear scanned completed and signed Scheme Meeting Proxy Form, and must be received by the Company by **15 February 2022, 3.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of the Scheme Meeting). Scheme Meeting Proxy Forms can be downloaded from the SGXNET (www.sgx.com) or the Company's website (www.olamgroup.com). In the Scheme Meeting Proxy Form, a Shareholder should specifically direct the Chairman on how he/she is to vote for or vote against (or abstain from voting on) the resolution to be tabled at the Scheme Meeting. If no specific direction as to voting is given, the Chairman of the Scheme Meeting will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on the resolution will be counted. In view of the COVID-19 situation, the Company encourages Shareholders to submit the completed and signed Scheme Meeting Proxy Form via electronic mail. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Scheme Meeting as certified by The Central Depository (Pte) Limited to the Company.

- (d) **Submission of Questions:** All Shareholders and Investors can submit questions relating to the business of the Scheme Meeting up till **9 February 2022, 3.30 p.m. Singapore time** either (i) via post to Boardroom Corporate & Advisory Services Pte Ltd, the Company's Share Registrar's office at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632 (*with effect from 31 January 2022*), or (ii) via electronic mail to OlamScheme@olamagri.com. The Company will respond to substantial and relevant questions so received by 12 February 2022 at 3.00 p.m. (via an announcement on the SGXNET and the Company's website). Alternatively, Shareholders who participate in the webcast of the Scheme Meeting and the EGM will be able to ask questions "live" via a "chatbox" which will be made available to the Shareholders to type in their questions during the webcast.
- (e) **Voting by Investors holding Shares through Relevant Intermediaries (including CPF and SRS investors):** Investors holding Shares through Relevant Intermediaries, including CPF and SRS investors, who wish to vote, should not make use of the Scheme Meeting Proxy Form and should instead approach their respective Relevant Intermediary as soon as possible to specify voting instructions. CPF and SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the Scheme Meeting (i.e. by **8 February 2022, 5.00 p.m. Singapore time**), to ensure that their votes are submitted.
- (f) **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through Scheme Meeting Proxy Forms received as of the above-mentioned deadline. Based on the report of the independent scrutineer, the voting results will be announced during the Scheme Meeting (and displayed on-screen for the "live" video webcast) in respect of the resolution put to the vote at the Scheme Meeting in turn, following which the Chairman of the Scheme Meeting shall declare the outcome of the resolution. The Company will also issue an announcement on the SGXNET on the result of the resolution put to vote at the Scheme Meeting.

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Documents and Information Relating to the Scheme Meeting

Documents and information relating to the Scheme Meeting (including the Notice of Scheme Meeting, the Circular dated 27 January 2022 and the Scheme Meeting Proxy Form) have been published on the SGXNET (www.sgx.com) and the Company's website (www.olamgroup.com). Printed copies of the Notice of Scheme Meeting, the Circular and the Scheme Meeting Proxy Form will not be sent to Shareholders.

In view of the evolving COVID-19 situation, Shareholders are advised to continue to check the SGXNET and the Company's website regularly for any updates relating to the Scheme Meeting.

Solicitor(s) for the Applicant(s)

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IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Originating Summons)
No. 37 of 2022)

**In the Matter of Section 210 of the
Companies Act 1967 (2020 Revised Edition)
of Singapore**

**In the Matter of Olam International Limited
(Registration No. 199504676H)**

... Applicant

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967 (2020 Revised Edition) of Singapore

Between

OLAM INTERNATIONAL LIMITED

And

**its SHAREHOLDERS
(as defined herein)**

And

OLAM GROUP LIMITED

And

OFI GROUP LIMITED

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1. NOTICE is hereby given that by an Order of Court dated 25 January 2022 (“**Order**”), the High Court of the Republic of Singapore (the “**Court**”) has directed that Olam International Limited (“**Company**”) do convene a meeting (“**Scheme Meeting**”) of all Shareholders (as defined in the Schedule hereto) and such Scheme Meeting shall be conducted wholly by electronic means on 18 February 2022, 3.00 p.m. Singapore time, for the purposes of considering and, if thought fit, passing (with or without modification) the following resolution. All capitalised terms in this Notice of Scheme Meeting which are not defined herein shall have the same meanings ascribed to them in the Circular (as defined in the Schedule hereto). Explanatory information on the resolution can be found in the Circular;

“That subject to the passing of ordinary resolution 1 at the EGM to approve the Proposed Dividend in Specie, the Scheme dated 27 January 2022 proposed to be made pursuant to Section 210 of the Companies Act 1967 (2020 Revised Edition) of Singapore, between (i) the Company; (ii) the Shareholders (as defined therein); (iii) OFIGL and (iv) OG, be and is hereby approved.”

2. A copy of the Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, are incorporated in the Circular of which this Notice of Scheme Meeting forms part;
3. The Court has, by an Order of Court, granted liberty to convene and hold the Scheme Meeting by way of electronic means;
4. Each Shareholder (other than a Relevant Intermediary (as defined in the Schedule hereto)) may only cast all the votes it uses at the Scheme Meeting in one way. Shareholders who are Relevant Intermediaries need not cast all the votes they use in the same way, provided that each vote is exercised in relation to a different unit of share in the share capital of the Company;
5. In the case of joint Shareholders, any one of such persons may vote by proxy, but if more than one of such persons votes by proxy, only the vote of the person whose name stands first in the Depository Register (as defined in the Schedule hereto) shall be counted;
6. By the Order, the Court has directed that a Director of the Company shall act as Chairman of the Scheme Meeting and shall report the results of the Scheme Meeting to the Court. Lim Ah Doo (Chairman of the Board of the Company), or failing him, Yap Chee Keong (Director of the Company) shall act as Chairman of the Scheme Meeting; and
7. The Scheme will be subject to, *inter alia*, the subsequent sanction of the Court.

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THE SCHEDULE

Expression	Meaning
“Circular”	The composite document dated 27 January 2022 released by the Company to its Shareholders, and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update such document from time to time
“Companies Act”	Companies Act 1967 (2020 Revised Edition) of Singapore
“Depository Register”	Has the meaning ascribed to it in Section 81SF of the SFA
“Relevant Intermediary”	A “relevant intermediary” as defined in Section 181 of the Companies Act or a “depository agent” as defined in Section 81SF of the SFA
“SFA”	The Securities and Futures Act 2001 (2020 Revised Edition) of Singapore
“Share”	An ordinary share in the capital of the Company
“Shareholders”	The shareholders of the Company

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Scheme Meeting 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 Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), recordings and transmitting images and/or voice recordings when broadcasting the Scheme Meeting proceedings through webcast, 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.

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Website

The Company's website, www.olamgroup.com, provides more information about the Company, including the latest Annual Report, the Circular, the Notice of Scheme Meeting and the Scheme Meeting Proxy Form.

Dated 27 January 2022.

WongPartnership LLP
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Singapore 018982