

Notice of Annual General Meeting

Olam Group Limited

(Company Registration No. 202180000W)

(Incorporated in The Republic of Singapore with limited liability)

In view of the ongoing COVID-19 pandemic, the Company will be conducting the First Annual General Meeting (the “**Meeting**”) of **Olam Group Limited** (the “**Company**”) wholly by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation dated 4 February 2022 titled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation” (the “**Joint Guidance**”).

Shareholders of the Company (“**Shareholders**”) should take note of the following arrangements for the Meeting:

- (a) **No Attendance in Person:** The Meeting will be conducted only by electronic means and Shareholders will not be able to physically attend the Meeting. The proceedings of the 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 Meeting.

Live Audio and Video Webcasts: All Shareholders as well as investors who hold shares of the Company (“**Shares**”) through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore (the “**Companies Act**”) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore (“**Relevant Intermediaries**”), including Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (collectively, “**Investors**”), who wish to follow the proceedings of the Meeting through the “live” webcast must pre-register online at <https://www.olamgroup.com/investors.html> by Friday, 22 April 2022, 2.00 p.m. Singapore time for verification purposes. If you are a Shareholder and wish to appoint a person (other than the Chairman of the Meeting (“**Chairman**”) as a proxy (“**Proxyholder**”) to attend and vote at the Meeting on your behalf, please pre-register your Proxyholder for the “live” webcast. A Proxyholder need not also be a Shareholder. Following successful verification, details on how to join the webcast will be sent to you by **24 April 2022** at the email specified in your pre-registration details.

- (b) **Submission of Questions:** All Shareholders and Investors can submit questions relating to the business of the Meeting up till Sunday, 17 April 2022, 2.00 p.m. Singapore time either (i) via the pre-registration website, or (ii) 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, or (ii) via electronic mail to olamagm@olamagri.com. The Company will endeavour to respond to substantial and relevant questions so received by 20 April 2022 at 2.00 p.m. (via an announcement on the SGXNET and the Company’s website). Alternatively, Shareholders who participate in the webcast of the Meeting will be able to ask questions “live” via a “chatbox” which will be made available to the Shareholders and Proxyholders to type in their questions during the webcast.
- (c) **Live Voting:** “Live” voting will be conducted during the Meeting for Shareholders and Proxyholders. Shareholders and Proxyholders may cast their votes in real time for each resolution to be tabled via the “live” webcast. Login credentials provided to Shareholders and Proxyholders should be used to access the real time voting. Shareholders and Proxyholders must bring a web-browser enabled device in order to participate in real time voting. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed. It is important for all persons attending the Meeting to have access to the latest versions of Chrome, Safari, Edge or Firefox to view the webcast and participate in real-time voting. Please ensure your browser is compatible.

Investors (including CPF or SRS Investors) should approach their respective Relevant Intermediary as soon as possible to make the necessary arrangements to participate in the Meeting or to specify voting instructions. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may participate in the Meeting.

Voting via appointing Chairman as Proxy: As an alternative to “live” voting, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them. If a Shareholder wishes to appoint a Proxyholder to vote in real time at the Meeting on their behalf or to appoint the Chairman as proxy to vote on their behalf, duly completed 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, or (ii) via electronic mail to oglagm2022@boardroomlimited.com enclosing a clear scanned completed and signed Proxy Form, and must be received by the Company by **Friday, 22 April 2022, 2.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of the Meeting). Proxy Forms can be downloaded from SGXNET or the Company’s website. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the Meeting. If no specific direction as to voting is given, the Proxyholder or the Chairman (as applicable) will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted. In view of the COVID-19 situation, the Company encourages shareholders to submit the completed and signed 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 Meeting as certified by The Central Depository (Pte) Limited to the Company.

- (d) **Voting by Investors holding Shares through Relevant Intermediaries (including CPF and SRS investors):** Investors (including CPF/SRS investors) who wish to vote should not make use of the Proxy Form and should instead approach their respective Relevant Intermediary as soon as possible to make the necessary arrangements to participate in the Meeting or specify voting instructions. CPF and SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven working days before the Meeting (i.e. by **Wednesday, 13 April 2022, 5.00 p.m. Singapore time**).
- (e) **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 “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the Meeting (and displayed on-screen for the “live” video webcast) in respect of each resolution put to the vote at the Meeting in turn, following which the Chairman shall declare the outcome of the relevant resolutions. The Company will also issue an announcement on SGXNET on the results of all of the resolutions put to vote at the Meeting.

Important Dates and Times

Date/Time	Actions
By Wednesday, 13 April 2022, 5.00 p.m.	Investors (including CPF/SRS Investors) that wish to vote should approach their respective Relevant Intermediary to make the necessary arrangements to participate in the meeting or to specify their voting instructions. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may participate in the Meeting.
By Sunday, 17 April 2022, 2.00 p.m.	Shareholders/Investors to submit questions relating to the business of the Meeting either via (i) post to the Share Registrar’s office, or (ii) email to olamagm@olamagri.com .
By Friday, 22 April 2022, 2.00 p.m.	Shareholders/Investors to pre-register online at https://www.olamgroup.com/investors.html to attend Meeting. Shareholders that wish to appoint a Proxyholder to attend and vote at the Meeting on their behalf should pre-register the appointed Proxyholder for the Meeting. Shareholders that wish to appoint a Proxyholder to attend and vote at the Meeting on their behalf or the Chairman as proxy to vote on their behalf MUST deposit their completed Proxy Forms either by (i) post to the Share Registrar’s office, or (ii) email to oglagm2022@boardroomlimited.com . <u>In view of COVID-19 situation, we encourage Shareholders to submit the completed and signed Proxy Form via email.</u>
By Sunday, 24 April 2022	Verified Shareholders/Proxyholders/Investors will receive an email with details on how to attend the Meeting (“ Confirmation Email ”). Shareholders/Proxyholders/Investors that have validly pre-registered but have not received any Confirmation Email by this date should contact the Share Registrar at oglagm2022@boardroomlimited.com .
Monday, 25 April 2022, 2.00 p.m. <u>Day of Meeting</u>	Shareholders/Proxyholders/Investors to log-in/dial-in to the Meeting using the details received in the Confirmation Email. It is important for all attendees to the Meeting to have access to web-browser enabled devices ready for real time voting during the Virtual Meeting.

Documents and Information Relating to Meeting

Documents and information relating to the Meeting (including the Annual Report, Notice and Proxy Form) have been published on SGXNET (www.sgx.com) and the Company’s website (www.olamgroup.com). For your convenience, printed copies of the Notice and Proxy Form will also be sent by post to Shareholders.

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

NOTICE IS HEREBY GIVEN that the Meeting of the Company will be conducted wholly by electronic means, on **Monday, 25 April 2022 at 2.00 p.m. Singapore time** for the purpose of considering, and if thought fit, passing, the following resolutions:

Ordinary Business

Ordinary Resolutions

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors' Report thereon.
Please refer to the explanatory note (i) provided. **Resolution 1**
2. To re-elect the following Directors retiring pursuant to Regulation 113 of the Constitution of the Company (the "**Constitution**"), and who, being eligible, offer themselves for re-election:
 - (a) Mr. Lim Ah Doo **Resolution 2**
 - (b) Dr. Ajai Puri **Resolution 3**
 - (c) Ms. Marie Elaine Teo **Resolution 4**
 - (d) Dr. Joerg Wolle **Resolution 5**
 - (e) Mr. Kazuo Ito **Resolution 6**
 - (f) Mr. Nagi Hamiyeh **Resolution 7**
 - (g) Mr. Nihal Vijaya Devadas Kaviratne CBE **Resolution 8**
 - (h) Mr. Norio Saigusa **Resolution 9**
 - (i) Mr. Sanjiv Misra **Resolution 10**
 - (j) Mr. Yap Chee Keong **Resolution 11**
 - (k) Mr. Sunny George Verghese **Resolution 12**
 Please refer to the explanatory note (ii) provided.
3. To approve the payment of Directors' fees of up to S\$3,300,000 for the financial year ending 31 December 2022 ("**FY2022**").
Please refer to the explanatory note (iii) provided. **Resolution 13**
4. To approve the payment of one-off special fees of S\$1,750,000 for the financial year ended 31 December 2021.
Please refer to the explanatory note (iv) provided. **Resolution 14**
5. To re-appoint Messrs Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration.
Please refer to the explanatory note (v) provided. **Resolution 15**

Special Business

Ordinary Resolutions

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions:

6. **General Authority to Issue Shares** **Resolution 16**
 That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), the Directors be authorised and empowered to:
 - (a) (i) issue ordinary shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, options, warrants, debentures or other instruments convertible into Shares,
 at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company ("**Shareholders**") shall not exceed ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
 - (A) Any new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (B) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Listing Manual (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being in force; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company ("**AGM**") or the date by which the next AGM is required by law to be held, whichever is the earlier.

Please refer to the explanatory note (vi) provided.

7. **Authority to Issue Shares under the OG Share Grant Plan**

Resolution 17

That the Directors be and are hereby authorised to:

- (a) grant awards in accordance with the provisions of the OG Share Grant Plan; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the OG Share Grant Plan,

provided that the total number of Shares which may be allotted and issued and/or Shares which may be delivered pursuant to awards granted under the OG Share Grant Plan on any date, when added to:

- (i) the number of ordinary shares in the capital of Olam International Limited previously issued and/or transferred in respect of all awards granted under the Olam Share Grant Plan;
- (ii) the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares transferred and/or to be transferred in respect of all awards granted under the OG Share Grant Plan; and
- (iii) all Shares, options or awards granted under any other share schemes of the Company then in force,

shall not exceed ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

Please refer to the explanatory note (vii) provided.

By Order of the Board

Michelle Tanya Kwek
Company Secretary
Singapore

Date: 8 April 2022

Please read the following notes and the explanatory notes to the resolutions as set out below before deciding how to vote.

Personal data privacy:

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

Website

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

Explanatory notes of the resolutions to be proposed at the Meeting

Resolutions 1 to 17 are proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

(i) Ordinary Resolution 1

The Company was listed on the Mainboard of the SGX-ST on 16 March 2022 following the implementation of a scheme of arrangement dated 27 January 2022 (the "**Scheme**") proposed by Olam International Limited ("**OIL**") to its shareholders under Section 210 of the Companies Act, as described in OIL's circular to shareholders of OIL dated 27 January 2022 (the "**Scheme Circular**").

As announced in the Scheme Circular, OIL had undertaken an exercise to reorganise its diverse business portfolio into three new operating groups – Olam Food Ingredients ("**ofi**"), Olam Global Agri (now known as Olam Agri) and the remaining businesses (comprising the gestating businesses and the businesses carried out by Olam Ventures Pte. Ltd. and Olam Technology and Business Services Pte. Ltd.). This re-organisation was initiated to simplify OIL's portfolio, sharpen its focus, and unlock long-term value.

At the Extraordinary General Meeting of OIL held on 18 February 2022, the shareholders of OIL approved, inter alia, the Scheme. As announced by OIL on 3 March 2022, the Scheme was sanctioned by the High Court of the Republic of Singapore, and was to become effective and binding upon the lodgement of the Scheme Court Order with the Registrar of Companies in Singapore.

On 15 March 2022, OIL issued an announcement stating that a copy of the Scheme Court Order will be lodged with the Registrar of Companies on 15 March 2022, and the Scheme would therefore become effective and binding on 15 March 2022. Upon the Scheme taking effect, the entire issued share capital of OIL was held indirectly by the Company.

On 16 March 2022, the Company commenced trading on the Mainboard of the SGX-ST, and OIL was delisted from the SGX-ST on the same date.

The Company has included in the Financial Report of the Annual Report, the Olam International Limited Directors' Statement and the audited consolidated financial statements for the financial year ended 31 December 2021 ("**FY2021**") together with the Auditors' Report thereon and the Olam Group Limited Directors' Statement and the audited financial statements for the FY2021 together with the Auditors' Report thereon. The Financial Report may also be read on our website at olamgroup.com/investors/investor-library.html.

(ii) Ordinary Resolutions 2 to 12

Mr. Lim Ah Doo will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as Chair of the Board, the Nomination and Remuneration Committee ("**NRC**") and the Board Steering Committee ("**BSC**"), and a member of the Capital and Investment Committee ("**CIC**"). He will be considered independent.

Dr. Ajai Puri will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as a member of the Audit Committee ("**AC**"), CIC and Corporate Responsibility and Sustainability Committee ("**CRSC**"). He will be considered independent.

Ms. Marie Elaine Teo will, upon re-election as a Director, continue her office as Non-Executive Director. She will remain as Chair of the Board Risk Committee ("**BRC**") and a member of the AC and CRSC. She will be considered independent.

Dr. Joerg Wolle will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain a member of the NRC. He will be considered independent.

Mr. Kazuo Ito will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as a member of the AC, BSC and CIC. He will not be considered independent.

Mr. Nagi Hamiyeh will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain a member of the BSC and CIC. He will not be considered independent.

Mr. Nihal Vijaya Devadas Kaviratne CBE will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as Chair of the CRSC and a member of the AC. He will be considered independent.

Mr. Norio Saigusa will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as a member of the BRC, CRSC and NRC. He will not be considered independent.

Mr. Sanjiv Misra will, upon re-election as a Director, continue his office as Non-Executive Director. He will remain as Chair of CIC and a member of BRC and NRC. He will be considered independent.

Mr. Yap Chee Keong will, upon re-election as a Director, continue his office as Executive Director and will remain as a member of Chair of AC and a member of the BRC and NRC. He will be considered independent.

Mr. Sunny George Verghese will, upon re-election as a Director, continue his office as Executive Director and will remain as a member of the BSC, CIC and CRSC. He is also the Group CEO.

Please refer to the Addendum for the additional information on the aforementioned Directors provided pursuant to Rule 720(6) of the Listing Manual. You may also refer to the Governance Report of the 2021 Annual Report for the profile of each of these Directors.

The aforementioned Directors will refrain from making any recommendation on and, being Shareholders, shall abstain from voting on respective ordinary resolution in relation to their re-election. Other than the Chairman who will be voting as proxy pursuant to the Order and the Joint Guidance, the aforementioned Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of these resolutions unless specific directions as to voting have been specified in the relevant proxy form.

(iii) Ordinary Resolution 13

Ordinary Resolution 13 seeks the payment of up to S\$3,300,000 to all Directors (other than the Executive Director) as Directors' fees for FY2022. The amount of Directors' fees paid to each Director for FY2021 in connection with their directorship with OIL prior to the Scheme taking effect is disclosed in full on page 22 of the Governance Report of the 2021 Annual Report.

For Directors' fees payable to the Non-Executive Directors for FY2022 (excluding certain Non-Executive Directors who, under their separate arrangements with their employer, do not retain their Directors' fees), the equity component (comprising approximately 30% of the Directors' fees) is intended to be paid out after the AGM with the actual number of Shares to be awarded to each such Non-Executive Director holding office at the time of payment to be determined by reference to the volume weighted average price of a Share on SGX-ST over the 10 trading days after the date of the announcement by the Company of its unaudited full year financial statements for FY2022. The number of Shares to be awarded will be rounded down to the nearest hundred and any residual balance will be settled in cash. In the event the Non-Executive Director leaves the Company prior to the acquisition of the Shares, the directors' fees due to him up to his date of cessation will be paid to him in cash. If Resolution 13 is passed, it is intended that such equity grant will be made in the form of awards under the OG Share Grant Plan with no vesting condition or the Company will purchase the Shares from the market around the date of the announcement by the Company of its unaudited full year financial statements for FY2022.

The Non-Executive Directors will refrain from making any recommendation on and, being shareholders, shall abstain from voting on Ordinary Resolution 13. Other than the Chairman who will be voting as proxy pursuant to the Order and the Joint Guidance, the aforementioned Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of this resolution unless specific directions as to voting have been specified in the relevant proxy form.

Ordinary Resolution 13, if passed, will facilitate the quarterly payment in arrears of Directors' fees during FY2022 in which the fees are incurred.

(iv) Ordinary Resolution 14

Ordinary Resolution 14 seeks approval of the payment of one-off special fees of S\$1,750,000 in aggregate to all Non-Executive Directors (including Chairman). The proposed one-off special fees are in recognition and appreciation of the Non-Executive Directors' significant contribution of time and effort towards the envisioning, structuring, planning and realisation of the Reorganisation Exercise. Their added contribution and involvement in this regard was over and above their usual responsibility in, amongst others, providing Board leadership to Management and overseeing the process and framework for evaluating the adequacy of internal controls, which included financial, operational, compliance and information technology controls, and risk management systems, etc. If approved, it is intended that Chairman will receive a special fee of S\$400,000 and each of the other 9 Non-Executive Directors will receive S\$150,000. The Non-Executive Directors (including Chairman) shall decline to accept appointment as proxy for any shareholder to vote in respect of this resolution unless the shareholder concerned shall have given instructions in his/her/its proxy form as to the manner in which his/her/its votes are to be cast in respect of this resolution.

(v) Ordinary Resolution 15

Ordinary Resolution 15 seeks the re-appointment of Ernst & Young LLP as independent auditors to the Company (the "**Auditors**") and requests authority for the Directors to set the remuneration of the Auditors. The Board is careful that the Auditors' independence should not be compromised and the AC takes responsibility for reviewing the performance of the Auditors and making recommendations about the scope of their work and fees. The AC has recommended to the Board that the appointment of Ernst & Young LLP should be renewed until the conclusion of the next AGM.

More details on the external auditors and the review by the AC may be found in the Governance Report on pages 29 to 30 of the 2021 Annual Report.

(vi) Ordinary Resolution 16

Ordinary Resolution 16, if passed, will empower the Directors, effective until the earlier of (1) the conclusion of the next AGM, or (2) the date by which the next AGM is required by law to be held (unless such authority is varied or revoked by the Company in a general meeting), to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares, of which up to ten per cent. (10%) may be issued other than on a pro rata basis to Shareholders. Although the Listing Manual enables the Company to seek a mandate to permit its Directors to issue Shares up to the fifty per cent. (50%) limit if made on a pro rata basis to Shareholders, and up to a sub-limit of twenty per cent. (20%) if made other than on a pro rata basis to Shareholders, the Company is nonetheless only seeking a sub-limit of ten per cent. (10%).

For determining the aggregate number of Shares that may be issued, the total number of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 16 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 16 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(vii) Ordinary Resolution 17

Ordinary Resolution 17, if passed, will empower the Directors to grant awards under the OG Share Grant Plan and to issue new Shares in respect of such awards, subject to the limitations described in this Ordinary Resolution 17. Unless such authority has been revoked or varied by the Company in a general meeting, such authority shall expire at the conclusion of the next AGM, or the date by which the next AGM is required by law to be held, whichever is the earlier. More details on the OG Share Grant Plan may be found in the Scheme Circular and the 2021 Annual Report.

Addendum to the Annual Report 2021

Additional Information on Directors seeking Re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST

Mr. Lim Ah Doo, Dr. Ajai Puri, Ms. Marie Elaine Teo, Dr. Joerg Wolle, Mr. Kazuo Ito, Mr. Nagi Hamiyeh, Mr. Nihal Vijaya Devadas Kaviratne CBE, Mr. Norio Saigusa, Mr. Sanjiv Misra, Mr. Yap Chee Keong and Mr. Sunny George Verghese are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 25 April 2022 (“**AGM**”) under Ordinary Resolutions 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 as set out in the Notice of AGM dated 8 April 2022 (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

Name of Director	Dr. Ajai Puri	Ms. Marie Elaine Teo	Dr. Joerg Wolle	Mr. Kazuo Ito	Mr. Lim Ah Doo	Mr. Nagi Adel Hamiyeh	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Norio Saigusa	Mr. Sanjiv Misra	Mr. Sunny George Verghese	Mr. Yap Chee Keong
Date of Appointment	15 March 2022	15 March 2022	15 March 2022	15 March 2022	15 March 2022	15 March 2022	15 March 2022	15 March 2022	15 March 2022	26 August 2021	15 March 2022
Date of Last Re-appointment	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Age	68	55	64	53	72	53	78	59	61	62	61
Country of principal residence	United Kingdom	Singapore	Switzerland	Japan	Singapore	Singapore	Singapore	Japan	Singapore	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Non-Executive	Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none">Independent Non-Executive DirectorMember, Audit Committee (“AC”)Member, Capital & Investment Committee (“CIC”)Member, Corporate Responsibility & Sustainability Committee (“CRSC”)	<ul style="list-style-type: none">Independent Non-Executive DirectorChairman, Board Risk Committee (“BRC”)Member, ACMember, CRSC	<ul style="list-style-type: none">Independent Non-Executive DirectorMember, Nomination & Remuneration Committee (“NRC”)	<ul style="list-style-type: none">Non-Executive DirectorMember, ACMember, Board Steering Committee (“BSC”)Member, CIC	<ul style="list-style-type: none">ChairmanIndependent Non-Executive DirectorChairman, BSCMember, CICChairman, NRC	<ul style="list-style-type: none">Non-Executive DirectorMember, BSCMember, CIC	<ul style="list-style-type: none">Independent Non-Executive DirectorMember, ACChairman, CRSC	<ul style="list-style-type: none">Non-Executive DirectorMember, BRCMember, CRSCMember, NRC	<ul style="list-style-type: none">Independent Non-Executive DirectorChairman, CICMember, BRCMember, NRC	<ul style="list-style-type: none">Executive Director Co-Founder and Group CEOMember, BSCMember, CICMember, CRSC	<ul style="list-style-type: none">Independent Non-Executive DirectorChairman, ACMember, BRCMember, NRC
Professional qualifications	<ul style="list-style-type: none">MBA, Crummer Business School, Rollins College, USAPhD (Food Science), University of Maryland, USA	<ul style="list-style-type: none">Bachelor of Arts (Honours) in Experimental Psychology, Oxford University, UKMBA, INSEAD	<ul style="list-style-type: none">PhD in Engineering “summa cum laude”, Technical University Chemnitz, GermanyExecutive Development Program, IMD Lausanne, SwitzerlandStanford Executive Program, GSB Stanford University, Palo Alto, CA, USA	<ul style="list-style-type: none">BA Economics, Keio University, JapanBPSE, IMD Business School	<ul style="list-style-type: none">Degree (Honours) in Engineering, Queen Mary College, University of London, UKMaster in Business Administration, Cranfield School of Management, UK	<ul style="list-style-type: none">Master of Science degree in Civil and Environmental Engineering, Massachusetts Institute of Technology, USABachelor of Science in Civil Engineering, University of Texas, USA	<ul style="list-style-type: none">Bachelor of Arts, Economics (Honours), Bombay University, India	<ul style="list-style-type: none">Degree of Political Science and Economics, Waseda University, Tokyo, Japan	<ul style="list-style-type: none">Master in Management, J.L. Kellogg Graduate School of Management, Northwestern University, Chicago, IL, USAPostgraduate Degree in Management, University of Delhi, Indian Institute of Management, Ahmedabad, IndiaBachelor’s Degree (Honours) in Economics, St Stephen’s College, University of Delhi, India	<ul style="list-style-type: none">Postgraduate Degree in Business Management, Indian Institute of Management, Ahmedabad, IndiaAdvanced Management Program, Harvard Business School, USA	<ul style="list-style-type: none">Bachelor of Accountancy, National University of SingaporeFellow, Institute of Singapore Chartered Accountants and Certified Public Accounts, Australia

[illegible]

Other Principal Commitments Including Directorships

Name of Director	Dr. Ajai Puri	Ms. Marie Elaine Teo	Dr. Joerg Wolle	Mr. Kazuo Ito	Mr. Lim Ah Doo	Mr. Nagi Adel Hamiyeh	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Norio Saigusa	Mr. Sanjiv Misra	Mr. Sunny George Verghese	Mr. Yap Chee Keong
Past (for the last 5 years)	<ul style="list-style-type: none">Olam International LimitedTate and Lyle PLC	<ul style="list-style-type: none">Caregivers Alliance Ltd (Director)CIMB Group Holdings Berhad (Member, International Advisory Panel)Olam International Limited	<ul style="list-style-type: none">DKSH Holding Ltd. (Chairman and President & CEO)Diethelm Keller Holding Ltd.Louis Dreyfus Company B.V.Kuehne + Nagel International Ltd.Olam International Limited	<ul style="list-style-type: none">Nosan CorporationOlam International LimitedPrinces Holding (Rotterdam) B.V.Princes LimitedYSW Co. LtdPrinces Foods B.V.Princes Tuna (Mauritius) Limited	<ul style="list-style-type: none">ARA Trust Management (Cache) Limited (formerly known as ARA-CWT Trust Management (Cache) Limited. trustee manager of Cache Logistics Trust)Olam International LimitedSembCorp Marine LtdSingapore Technologies Marine LtdSM Investments CorporationCommissioner to the High-Level Commission on Carbon Pricing and Competitiveness by World Bank GroupSTT GDC Pte. Ltd.	<p>Director:</p> <ul style="list-style-type: none">Aquarius Healthcare Investments Pte. Ltd.Canopus Healthcare Investments Pte. Ltd.Carinus Healthcare Investments Pte. Ltd.Gallienus Healthcare Investments Pte. Ltd.Imperius Healthcare Investments Pte. Ltd.Lebanese International Finance ExecutivesOlam International LimitedPolaris Healthcare Investments Pte. Ltd.Sheares Healthcare China Holdings Pte. Ltd.Sheares Healthcare Group Pte. Ltd.Sheares Healthcare Holdings Pte. Ltd.Sheares Healthcare International Holdings Pte. Ltd.Sheares Healthcare Management Pte. Ltd.Sigma Healthcare Management Pte. Ltd.Sirius Healthcare Investments Pte. Ltd.Tana Africa Capital LimitedTana Africa Investment Managers LimitedValerius Healthcare Investments Pte. Ltd.	<ul style="list-style-type: none">DBS Group Holdings LtdDBS Bank LtdDBS Foundation LtdAkzo Nobel India LimitedOlam International LimitedSATS Ltd	<ul style="list-style-type: none">Mitsubishi Corporation LT (Thailand) Co., Ltd.Olam International LimitedThai Metal Processing Co., Ltd.Tri Petch Isuzu Sales Co., Ltd.Tri Petch Isuzu Leasing Co., Ltd.IVICT (Thailand) Company Limited.MCC Development CorporationMitsubishi Cement CorporationMC Agri Alliance Ltd.Thai Kurabo Co., LtdThai Bridgestone Co., Ltd.Bridgestone Sales (Thailand) Co., Ltd.Mitsubishi Company (Thailand) Ltd.Thai-MC Company Limited	<ul style="list-style-type: none">Edelweiss Financial Services LtdEdelweiss Capital (Singapore) Pte LtdNational University Health SystemOlam International Limited	<ul style="list-style-type: none">Chairman of World Business Council for Sustainable Development (WBCSD)Member of Emerging Stronger Task Force (EST), Government of Singapore	<ul style="list-style-type: none">Maxon Solar Technologies LtdCertis CISCO Security Pte LtdCitibank Singapore LtdMalaysia Smelting Corporation BerhadRahman Hydraulic Tin Sdn BhdThe Straits Trading Company LimitedARA Asset Management LimitedCityNet Infrastructure Management Pte Ltd (Trustee-Manager of NetLink Trust)Accounting & Corporate Regulatory AuthorityPublic Accountants Oversight Committee (Board Committee of ACRA)Interoil CorporationOlam International Limited
Present	<p>Listed company</p> <p>Director:</p> <ul style="list-style-type: none">IMI PLCBritannia Industries Ltd <p>Non-listed company</p> <p>Director:</p> <ul style="list-style-type: none">Califa Farms LPFirmenich S.A.Global Alliance for Improved Nutrition (G.A.I.N.)	<p>Listed company</p> <p>Director:</p> <ul style="list-style-type: none">G. K. Goh Holdings LimitedMonde Nissin Corporation <p>Non-listed company</p> <ul style="list-style-type: none">Amiradou Pte Ltd (Director)ICHX Tech Pte Ltd (Director)Mapletree Investments Pte Ltd (Director)Mapletree Oakwood Holdings Pte Ltd (Director)Tantallon Capital Advisors (Senior Advisor)The Teng Ensemble Ltd (Chairman)	<p>Listed company</p> <p>Chairman:</p> <ul style="list-style-type: none">Kuehne + Nagel International Ltd.KlingelInberg AG <p>Non-listed company</p> <ul style="list-style-type: none">Kuehne Holding Ltd. (Director)Kuehne Foundation (Member, Board of Trustees)	<p>Listed company</p> <ul style="list-style-type: none">Nil <p>Non-listed company</p> <ul style="list-style-type: none">Mitsubishi Corporation (Division Chief Operating Officer, Global Fast Moving Consumer Goods Division, Food Industry Group)MC Agri Alliance Limited (Director)Princes Limited	<p>Listed company</p> <ul style="list-style-type: none">GDS Holdings LtdGP Industries LtdSingapore Technologies Engineering Ltd <p>Non-listed company</p> <p>Director:</p> <ul style="list-style-type: none">Singapore Technologies Telemedia Pte LtdSTT Communications LtdSTT Global Data Centres India Private LimitedU Mobile Sdn BhdVirtus HoldCo Limited	<p>Listed company</p> <ul style="list-style-type: none">Sembcorp Industries Ltd (Director) <p>Non-listed company</p> <ul style="list-style-type: none">Temasek International (Joint Head of Investment Group and Head, Portfolio Development) <p>Director:</p> <ul style="list-style-type: none">CapitaLand LimitedCLA Real Estate Holdings Pte. Ltd.Dream International BVofi Group LimitedStartree Investments Pte Ltd	<p>Listed company</p> <p>Director:</p> <ul style="list-style-type: none">GlaxoSmithKline Pharmaceuticals LtdStarHub Ltd <p>Non-listed company</p> <ul style="list-style-type: none">SATS Advisory Panel for Indonesia (Chairman)Caraway Pte. Ltd. (Chairman)Senior Advisor for South East Asia, Bain & CompanyPrivate Sector Portfolio Advisory Committee in India of the UK Government's Department for International Development (Member)Corporate Resilience Advisory Council, McKinsey & Company, Inc. (Member)	<p>Listed company</p> <ul style="list-style-type: none">Thai Union Group Public Company Limited (Director) <p>Non-listed company</p> <ul style="list-style-type: none">Mitsubishi Corporation (Executive Vice President & Group CEO, Food Industry Group)	<p>Listed company</p> <ul style="list-style-type: none">Nil <p>Non-listed company</p> <ul style="list-style-type: none">Apollo Global Management, LLC (Chairman of the Asia Pacific Advisory Board)Clifford Capital Pte. Ltd. (Chairman)Clifford Capital Holdings Pte. Ltd. (Chairman)Clix Capital Services Private. Limited (Non-executive Director)Bayfront Infrastructure Management Pte. Ltd. (Chairman)EDBI Pte Ltd (Director and Chairman, Audit Committee)Singapore Symphony Group (Director and Member, Investment Committee)Phoenix Advisers Pte. Ltd. (President and Director)Partners Capital Investment Group Holdings LLP (Non-executive Director)Partners Capital Investment Group Holdings LLC (Non-executive Director)	<p>Listed company</p> <ul style="list-style-type: none">Nil <p>Non-listed company</p> <ul style="list-style-type: none">Human Capital Leadership Institute Pte Ltd (Chairman)JOil (S) Pte Ltd (Chairman)Singapore Management University Board of Trustee (Member)Policy Advisory Council for the Australian Centre for International Agricultural Research (Member)Caraway Pte. Ltd. (Director)ofi Group Limited	<p>Listed company</p> <p>Director:</p> <ul style="list-style-type: none">Sembcorp Marine Ltd (Deputy Chair)Sembcorp Industries LtdShangri-La Asia Limited <p>Non-listed company</p> <p>Director:</p> <ul style="list-style-type: none">Aviva Singlife Holdings Pte. Ltd.Ensign Infosecurity Pte LtdMediaCorp Pte LtdPIL Pte. Ltd.The Assembly of Christians of Singapore Ltd

Appendix 1 to the Addendum

Mr. Lim Ah Doo

Linc Energy Ltd

Mr Lim was an independent and non-executive director of Linc Energy Ltd ("**Linc**") from 23 November 2013 to 23 June 2015. Linc is a global oil and gas company with a broad portfolio of oil, gas and coal assets. Linc announced on 15 April 2016 that it entered into voluntary administration and appointed administrators working with the company's management team to understand the options available which might potentially include a restructure of the company. Linc subsequently entered into liquidation on 23 May 2016.

PT Indosat

Mr Lim was non-executive Independent Commissioner of PT Indosat Tbk ("**PT Indosat**") from December 2002 to August 2008, and Chairman of Audit committee from June 2004 to June 2008. In November 2007, PT Indosat along with 6 other Indonesian telecommunications companies were investigated by Indonesia's anticompetition, KKPU, on allegations of price-fixing of charges for short text messages and breach of Anti-monopoly Law of Indonesia. PT Indosat and 8 other companies were also investigated by KKPU of concern of breaches of Article 27(a) of the Anti-monopoly law of Indonesia. There was no finding of breach of law by PT Indosat at the time Mr Lim left PT Indosat.

Asian Agri

Mr Lim was president of RGM International Pte Ltd ("**RGMI**") from October 2003 to June 2007 and non-executive vice chairman of RGMI from June 2007 to November 2008. Mr Lim was also acting president of AAA Oils and Fats Pte Ltd ("**AAA**") from June 2007 to November 2007 and non-executive deputy chairman of AAA from November 2007 to November 2008. RGMI provides strategy services and support to a global group of independent companies (the "**RGM Group**") operating in the resources development sector. Each business group within the RGM group operates independently with its own holding company and directors responsible for the operation of that business group. Asian Agri is a member of the RGM group and AAA is a member of Asian Agri.

Certain Indonesian companies of Asian Agri operating in Indonesia were investigated by the tax authorities of Indonesia in November 2006 for alleged non-payment of certain tax. The tax authorities of Indonesia had not confirmed any findings of breach of law at the time when Mr Lim left the RGM Group in November 2008. Mr Lim was not a member of the board nor was he concerned with the management of the companies under investigation.