



OLAM GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 202180000W)

ANNOUNCEMENT

NON-BINDING INDICATIVE OFFER IN RESPECT OF NAMOI COTTON LIMITED

Olam Group Limited (the "**Company**") would like to announce that Olam Agri Holdings Limited ("**OAHL**" or "**Olam Agri**") has submitted to the directors of Namoi Cotton Limited ("**Namoi**") a non-binding indicative offer ("**NBIO**") for the acquisition of all of the shares in Namoi ("**Namoi Shares**"). OAHL is a subsidiary of the Company in which the Company owns an indirect 64.57% stake.

Background on Namoi

Namoi is the largest cotton ginning company in Australia and a public company listed on the Australian Securities Exchange. On 19 January 2024, Namoi announced that it had entered into a Scheme Implementation Agreement with Louis Dreyfus Company Asia Pte. Ltd. ("**LDC**") to acquire the remaining 83% of the Namoi Shares that it does not currently own, by way of a scheme of arrangement, for a total cash consideration of A\$0.51 per Namoi Share.

Information on the NBIO

Under the NBIO, OAHL seeks to acquire Namoi Shares by way of a scheme of arrangement under the Australian Corporations Act (the "**Proposed Scheme**"). Under the Proposed Scheme, Namoi shareholders would receive total cash payments of A\$0.59¹ per Namoi Share, which will comprise cash consideration under the Proposed Scheme of \$0.58 per Namoi Share and a permitted special dividend of A\$0.01 per Namoi Share to be paid to Namoi shareholders on a dividend record date prior to implementation of the Proposed Scheme. This implies a total consideration (inclusive of the permitted special dividend) of approximately A\$122 million.

The NBIO also contains an alternative structure proposed by OAHL, under which OAHL would be willing to contemplate, concurrently with the Proposed Scheme, making an off-market takeover bid to acquire Namoi Shares at A\$0.57 per Namoi Share (inclusive of the A\$0.01 permitted special dividend) for a total consideration of approximately A\$118 million (the "**Proposed Takeover**", and together with the Proposed Scheme, the "**Proposed Transaction**"). The concurrent Proposed Takeover, if made, will be subject to certain regulatory and other conditions. These conditions, together with other key terms, conditions and assumptions of the NBIO, can be found in the copy of the NBIO which is annexed to this announcement.

As stated in the NBIO, the total cash payments offered by OAHL under the Proposed Transaction represents a significant premium over the cash consideration offered by LDC.

The Company and OAHL have not received any response to the NBIO from Namoi or its directors as at the time of this announcement. The offer contained in the NBIO is non-binding and indicative, and shareholders of the Company ("Shareholders**") should note that there is no assurance that the Proposed Transaction will proceed in accordance with the terms set out in**

¹ In this announcement, all monetary amounts are in Australian Dollars, the lawful currency of Australia, unless otherwise stated.

the NBIO or at all. Shareholders are advised to exercise caution when dealing in the shares of the Company (“Shares”) and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests. For avoidance of doubt, this announcement is not a notification or a public announcement to make a takeover bid under the Australian Corporations Act.

Transaction Rationale

OAHL presently owns Queensland Cotton in Australia, having acquired the company in 2007. Queensland Cotton is renowned as one of Australia’s longest established ginners, merchants and exporters of cotton. Besides being a cotton grower, it also maintains strong relationships with all growers through the offtake of grains and pulses, employing more than 280 people in Australia.

OAHL is one of the leading global cotton merchants and acquiring Namoi is in line with its strategy of strengthening and expanding its cotton merchandising and ginning capabilities in Australia.

Namoi’s assets, which include gins, grain and cottonseed storage facilities, warehouses and access to rail transport, would be highly complementary to OAHL’s existing operations and would add geographic and climate diversification as well as provide origination and handling access to grain production in New South Wales.

A combination with Olam Agri would bring significant benefits to Namoi including access to Olam Agri’s global expertise and track record of driving growth in its businesses. It would enable Olam Agri to enhance its support and world-class service offerings to Australian cotton farmers and communities, leveraging its local market capabilities and global reach to support more sustainable cotton farming.

Other information

If the Proposed Transaction proceeds, the Company intends that the cash consideration will be financed from a combination of existing cash reserves and external debt funding.

The Proposed Transaction, if it proceeds, is not expected to have a material impact on the consolidated net tangible assets or earnings per Share for the current financial year ending 31 December 2024. The Proposed Transaction, if it proceeds, is expected to be a non-discloseable transaction for the Company under Chapter 10 of the Mainboard Rules of the Singapore Exchange Securities Trading Limited (“**Listing Rules**”). None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transaction, other than through their respective shareholdings in the Company (if any).

The Company will announce any material updates and developments as required in accordance with the Listing Rules and relevant regulations.

By Order of the Board

Michelle Tanya Kwek
Company Secretary

Singapore, 21 March 2024

About Olam Group

Olam Group is a leading food and agri-business supplying food, ingredients, feed and fibre to 22,000 customers worldwide. Our value chain spans over 60 countries and includes farming, processing and distribution operations, as well as a global network of farmers.

Through our purpose to 'Re-imagine Global Agriculture and Food Systems', Olam Group 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 Group currently ranks among the top 30 largest primary listed companies in terms of market capitalisation on SGX-ST.

Since June 2020, Olam Group 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.

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



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ANNEX

Copy of the NBIO

STRICTLY PRIVATE AND CONFIDENTIAL

20th March 2024

Mr. Tim Watson
Executive Chairman
Namoi Cotton Limited
259 Ruthven Street
Toowoomba QLD 4350

Dear Mr. Watson,

Re: Non-binding indicative offer in respect of Namoi Cotton Limited

Olam Agri Holdings Limited (**Olam**) is pleased to submit this non-binding indicative offer (**NBIO**) for the acquisition of all of the shares in Namoi Cotton Limited (**Namoi**), the principal terms of which are summarised below (**Proposed Transaction**).

About Olam

Olam is a global, market-leading agribusiness in food, feed and fibre, built over 34 years. As a trusted partner across the supply chain from growing and sourcing, processing and manufacturing, logistics and distribution, and trading and risk management, it unlocks value for customers, enables farming communities to prosper sustainably and strives for a food-secure future.

Olam is 64.57% owned by Olam Group Limited, a leading food and agri-business supplying food, ingredients, feed and fibre to 22,000 customers worldwide which is listed on the Singapore Stock Exchange (SGX: VC2). Olam Group Limited's value chain spans over 60 countries and includes farming, processing and distribution operations, and direct engagement with a global network of farmers.

Olam has a long history of successful operations in the Australian cotton industry, through its wholly owned subsidiary Queensland Cotton, which it acquired in 2007. Queensland Cotton is renowned as one of Australia's longest established ginner, merchants and exporters of cotton. Besides being a cotton grower, it also maintains strong relationships with all growers through the offtake of grains and pulses. Additionally, Olam Group has extensive presence and investments in almond orchards and processing, employing over 550 people in Australia.

Rationale for the Proposed Transaction

Namoi Cotton is a high-quality business that has built a strong reputation and relationships in the Australian grower community. We have been active in Australia's cotton industry for over 16 years and believe that combining Namoi and Queensland Cotton will unlock new opportunities for the two businesses and for Australian cotton growers.

A combination with Olam would bring significant benefits to Namoi including access to Olam's global expertise, extensive customer franchise and track record of driving growth in its businesses as demonstrated in its Queensland Cotton's success. Acquiring Namoi is in line with Olam's strategy of strengthening and expanding its cotton merchandising and ginning capabilities in Australia.



Namoi's assets, which include gins, grain and cottonseed storage facilities, warehouses and access to rail transport, would be highly complementary to Olam's existing operations. It would enable Olam to enhance its support and world-class service offerings to Australian cotton farmers and communities, leveraging its local market capabilities and global reach to support more sustainable cotton farming. Being a cotton farmer ourselves in both Australia and Brazil, we understand and service cotton growers' requirements better.

Given Namoi's long-standing reputation, it is Olam's intention to continue to operate Namoi's business under the Namoi Cotton brand, and investing to grow the Namoi franchise profitability.

The key terms and conditions of our NBIO are summarised below:

Olam Scheme: Olam seeks to acquire all of the Namoi shares by way of a scheme of arrangement under the Corporations Act (**Olam Scheme**).

Under the Proposed Transaction, Namoi shareholders would receive total cash payments of **A\$0.59** per share, which will comprise cash consideration under the Olam Scheme of \$A0.58 per share and a permitted special dividend of A\$0.01 per share to be paid to Namoi shareholders on a dividend record date prior to implementation of the Olam Scheme.

The total cash payments under the Olam Scheme are compelling and represent a significant premium of **16%** over the A\$0.51 per share total cash payments offered by Louis Dreyfus Company Asia Pte Ltd (LDC).

Concurrent Takeover: Olam proposes an alternative structure under which Olam is also willing to contemplate concurrently with the Olam Scheme making an off-market takeover bid (**Concurrent Takeover**) to acquire all of the Namoi shares for total cash payments of **A\$0.57** per share (inclusive of the A\$0.01 permitted special dividend).

The total cash payments under the Concurrent Takeover, while less than the total cash payments under the Olam Scheme, still represent a significant premium of **12%** over the A\$0.51 per share total cash payments offered by LDC.

The Concurrent Takeover if made will be subject to, among other regulatory and customary requirements, the following conditions:

- either the Olam Scheme having not been approved at the scheme meeting by the requisite majority of Namoi shareholders or by the Court; and
- Olam having obtained a relevant interest in at least 50.1% of the Namoi shares (on a fully diluted basis).

The rationale for the Concurrent Takeover is to address a possible completion risk associated with the Olam Scheme not being approved by the requisite majority of Namoi shareholders (the main requirement of which is a 75% affirmative vote of shares voted). The Concurrent Takeover would only have a 50.1% minimum acceptance requirement.

Additional dividend:	Namoi will also be permitted to pay an additional permitted ordinary dividend of A\$0.01 cent per share to Namoi shareholders (subject to customary requirements) after 31 August 2024 in the event that the implementation of the Proposed Transaction is delayed beyond that date. This permitted ordinary dividend, should it be declared, will be in addition to the total cash payments for the Proposed Transaction described above.
Funding:	Olam proposes to finance the Proposed Transaction (approximately A\$122 million) from a combination of existing cash reserves and external debt funding. In particular, the Proposed Transaction is not conditional on funding, nor is any equity raising contemplated to fund it.
Transaction Implementation Agreement: Indicative timing:	Olam expects to enter into a Transaction Implementation Agreement on terms and conditions consistent with the implementation agreement Namoi entered into with LDC, subject to any adjustments relating to the Concurrent Takeover. Olam expects that the parties will negotiate the Transaction Implementation Agreement contemporaneously with the confirmatory due diligence process, with a view to entering into it with Namoi by the end of April 2024. Olam would seek the joint preparation with Namoi of a transaction booklet to be lodged at the earliest practicable date, with the parties then proceeding to seek the requisite court and Namoi shareholder approvals.
No additional material conditions:	No additional material conditions compared to those relating to LDC are contemplated in order for the Proposed Transaction to be implemented. In particular, no approvals from Olam shareholders are required to implement the Proposed Transaction.
Regulatory approvals:	Olam has submitted its application for ACCC approval and intends to submit its application for FIRB approval on 22 March 2024.
Confirmatory Due Diligence:	In order to conduct due diligence investigations and finalise our proposal, Olam seeks a 3-week period of confirmatory due diligence consistent with the level of due diligence information and access provided to LDC.
Confidentiality and clean team arrangements:	Olam expects to enter into customary arrangements for maintaining confidentiality as well as clean team protocols to appropriately deal with competitively sensitive information on an equivalent nature to those entered into with LDC.
Advisers:	Olam has retained Baker McKenzie as our legal advisor. Our team and advisers are ready to commence due diligence forthwith.
Disclosure:	Olam Group Limited will release details of this NBIO to the Singapore Stock Exchange before market opens (9.30 am, Sydney time, 21 March 2024) consistent with its regulatory requirements.
Status:	The total cash payments described in this letter are indicative only, and this proposal letter is not intended to, and does not, constitute or create any legally binding obligations or liabilities on the part of Olam (or Namoi). This letter serves as an outline of the terms and conditions to which the Proposed Transaction would be subject, but it is not a commitment to ultimately enter into any definitive transaction. For the avoidance of doubt, this letter is not, and cannot be considered to be, notification or a public announcement to make a takeover offer pursuant to section 631 of the Corporations Act.



Olam prides itself on its ability to move quickly and efficiently and will devote all necessary resources in order to progress this proposal and negotiate definitive transaction documents.

We believe that our offer values Namoi at an attractive premium and delivers compelling value for your shareholders. We look forward to engaging collaboratively and to progress this offer in a timely manner, and to ultimately continue our shared commitment to sustaining Australia's farming future.

If you wish to clarify any aspects of this letter or our approach to the Proposed Transaction, Olam together with our advisers, will make ourselves available at the earliest opportunity.

Yours Sincerely

A handwritten signature in black ink that reads "Sunny Verghese".

Sunny Verghese
Co-Founder & Group CEO
Olam Agri Holdings Limited