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## NOTICE OF EGM

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### Notice of Extraordinary General Meeting

#### OLAM GROUP LIMITED

(Company Registration No. 202180000W)  
(Incorporated in The Republic of Singapore with limited liability)  
(the “Company”)

The Company will be holding the Extraordinary General Meeting convened on **Wednesday, 29 March 2023 at 3.00 p.m. Singapore time** (this “EGM”) both at Peony Junior Ballroom, Level 4, Marina Bay Sands Convention Centre, 10 Bayfront Avenue, Singapore 018956 (“**Physical Meeting**”) and by electronic means (“**Virtual Meeting**”), in accordance with the COVID-19 (Temporary Measures) Act 2020, 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 entitled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation”.

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

#### Pre-registration for the Virtual Meeting

- (a) All Shareholders, as well as investors who have purchased shares of the Company (“**Shares**”) using their Central Provident Fund (“**CPF**”) savings or Supplementary Retirement Scheme (“**SRS**”) contributions (such investors, “**CPF/SRS Investors**”), who wish to attend the Virtual Meeting, **must pre-register online** at <https://www.olamgroup.com/investors/shareholder-centre/extraordinary-general-meeting.html> (the “**Pre-Registration Page**”) by **Sunday, 26 March 2023 at 3.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of this EGM). Shareholders and CPF/SRS Investors can scan the QR Code below to go to the Pre-Registration Page.



#### Attendance at the Physical Meeting

- (b) Shareholders who wish to attend the Physical Meeting will need to register in person at the registration counters outside the EGM venue on the day of the EGM. They **do not need to pre-register online** prior to this EGM. Registration for attendance at the Physical Meeting will commence at **2.00 p.m. Singapore time** on that day. In-person attendees must bring their original NRIC/Passport for verification and registration on the day of this EGM, and must comply with all health and safety measures and requirements put in place by the building/venue management and at the Physical Meeting, failing which they may not be admitted into or may be asked to leave the Physical Meeting. Those who feel unwell are advised not to attend the Physical Meeting. Shareholders who are unsure if they or their appointed proxies will be able to attend or be admitted to the Physical Meeting are encouraged to pre-register to attend the Virtual Meeting.

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### Arrangements for Investors holding Shares through Relevant Intermediaries

- (c) Investors who hold Shares through a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore (“**Companies Act**”)) or a depository agent (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, “**Relevant Intermediaries**”, and such investors, “**Investors**”) who wish to attend this EGM (**whether in person or virtually**) cannot use the Pre-Registration Page; they should instead **approach their Relevant Intermediary** as soon as possible in order for the Relevant Intermediary to make the necessary arrangements for their attendance.

### Confirmation email with details and instructions to attend the Virtual Meeting

- (d) Following successful verification by the Company, a confirmation email which contains unique user credentials, instructions on how to join the webcast, and other relevant matters (the “**Confirmation Email**”) will be sent to authenticated Shareholders, CPF/SRS Investors, proxies and Investors who have been pre-registered to attend the Virtual Meeting by **Tuesday, 28 March 2023 at 3.00 p.m. Singapore time** at the email address specified in their pre-registration details.

Shareholders, CPF/SRS Investors, proxies and Investors who do not receive the Confirmation Email by **Tuesday, 28 March 2023 Singapore time** but have been pre-registered to attend the Virtual Meeting by the deadline of **Sunday, 26 March 2023 at 3.00 p.m. Singapore time**, should contact the Company’s share registrar, Boardroom Corporate & Advisory Services Pte Ltd (“**Share Registrar**”), at telephone number 65-65365355 (during office hours) or via electronic mail at email address **oglegm2023@boardroomlimited.com immediately**.

### Submission of Questions

- (e) All authenticated Shareholders, CPF/SRS Investors and Investors can submit questions relating to the business of this EGM in advance of this EGM up till **Saturday, 25 March 2023, at 3.00 p.m. Singapore time** (i) via electronic mail to email address **oglegm2023@boardroomlimited.com**; or (ii) via post to Boardroom Corporate & Advisory Services Pte Ltd, the Share Registrar at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632. Shareholders and CPF/SRS Investors who have pre-registered online to attend the Virtual Meeting can additionally submit their questions online on the Pre-Registration Page. Submission electronically online on the Pre-Registration Page or via electronic mail is strongly encouraged. Shareholders, CPF/SRS Investors and Investors who submit questions in advance of this EGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited (“**CDP**”); otherwise, please state if you hold your Shares through CPF or SRS or a Relevant Intermediary, and if so, which one), for our verification purposes.
- (f) The Company will respond to substantial and relevant questions so received via an announcement on SGXNET and the Company’s website prior to the EGM and/or at the EGM itself. When substantially similar questions are received, the Company may group them together and respond to them on a consolidated basis.
- (g) Alternatively, Shareholders, CPF/SRS Investors, proxies and Investors will be able to ask questions “live” during this EGM. Attendees at the Physical Meeting can address questions to the Chairman “live” at the EGM. Attendees at the Virtual Meeting can type their questions via a “chatbox” or “live chat” function which will be made available to the Shareholders via the online platform for the EGM (however, please note that this will not be available to Shareholders accessing the Virtual Meeting via the audio-only feed).

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### Voting by Shareholders

- (h) Shareholders who wish to exercise their voting rights at this EGM may:
- (i) (where the Shareholder is an individual) attend and vote “live” at the Physical Meeting or the Virtual Meeting;
  - (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) other than the Chairman of the EGM to attend and vote “live” at the Physical Meeting or the Virtual Meeting on their behalf; and
  - (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman of this EGM as proxy to vote on their behalf.

“Live” voting will be conducted during this EGM. **It is important for Shareholders and proxies who attend the Virtual Meeting to have their own web-browser enabled devices ready for voting during the Virtual Meeting. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.** As they will use the login credentials provided during pre-registration to cast their votes, they should have their Confirmation Email containing their unique user credentials and instructions handy for reference for voting purposes.

Shareholders attending the Physical Meeting will be provided with handsets for voting purposes.

Instructions will be provided at the start of this EGM on how to vote. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed.

### Appointment of Proxies

- (i) Shareholders who wish to appoint proxies to attend and vote “live” at this EGM on their behalf must do both of the following by **Sunday, 26 March 2023 at 3.00 p.m. Singapore time**: (A) complete and submit the Proxy Form in accordance with the instructions below; and (B) if the proxy(ies) are to attend the Virtual Meeting, pre-register the proxy(ies) at the Pre-Registration Page. As an alternative to “live” voting, Shareholders may also vote at this EGM by appointing the Chairman of this EGM as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman of this EGM) to vote at this EGM on their behalf, duly completed Proxy Forms must be deposited with the Company (A) via post to the Share Registrar’s office at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632, or (B) via electronic mail to email address [oglegm2023@boardroomlimited.com](mailto:oglegm2023@boardroomlimited.com) enclosing a clear scanned completed and signed Proxy Form in pdf. In addition, a Shareholder wishing to appoint proxy(ies) to attend the Virtual Meeting, may appoint proxy(ies) via electronic submission of the e-Proxy Form at the Pre-Registration Page.

#### **Note:**

Please refer to the Notes to the Proxy Form for additional documentary requirements in the event the Proxy Form is signed by an attorney or duly authorised officer.

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Proxy Forms must be received by the Company by **Sunday, 26 March 2023 at 3.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of this EGM). Proxy Forms can be downloaded from SGXNET ([www.sgx.com](http://www.sgx.com)) or the Company's website ([www.olamgroup.com](http://www.olamgroup.com)). In the Proxy Form, a Shareholder should specifically direct the proxy on how he is to vote for, vote against, or abstain from voting on, the resolutions to be tabled at this EGM. If no specific direction as to voting is given, the proxy (including the Chairman of this EGM if he is appointed as proxy) may vote or abstain from voting at his discretion. All valid votes cast via proxy on each resolution will be counted.

The Company strongly encourages Shareholders to submit the completed and signed Proxy Form via electronic mail or, where applicable, submit the e-Proxy Form via the Pre-Registration Page. Please refer to the Proxy Form for further information.

The Company may reject any Proxy Form lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding this EGM as certified by CDP to the Company.

Completion and submission of the Proxy Form shall not preclude a Shareholder from attending and voting at this EGM. Any appointment of a proxy or proxies (including the Chairman of this EGM) shall be deemed to be revoked if a Shareholder attends this EGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to this EGM.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares to be represented by each proxy.

A Shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at this EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

### **Voting by Investors holding Shares through Relevant Intermediaries and CPF/SRS Investors**

- (j) Investors holding Shares through Relevant Intermediaries and CPF/SRS Investors may only exercise their votes in the following manner:
  - (i) attend and vote "live" at this EGM, if they are appointed as proxies by their respective Relevant Intermediaries/CPF Agent Banks/SRS operators; or
  - (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries/CPF Agent Banks/SRS operators.

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Investors holding Shares through Relevant Intermediaries and CPF/SRS Investors who wish to attend and vote at this EGM should approach their respective Relevant Intermediaries/CPF Agent Banks/SRS operators as soon as possible. CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Bank/SRS operator at least seven (7) working days before this EGM (i.e. by **Monday, 20 March 2023 at 3.00 p.m. Singapore time**).

For the avoidance of doubt, Investors holding Shares through Relevant Intermediaries and CPF/SRS Investors should not make use of the Proxy Form.

### **Voting Results**

- (k) 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 at this EGM and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during this EGM (and displayed on-screen for the “live” video webcast) in respect of the resolutions put to the vote at this EGM. The Company will also issue an announcement on SGXNET on the results of the resolutions put to vote at this EGM.

### **Documents and Information Relating to this EGM**

Documents and information relating to this EGM (including the Notice of EGM, Circular dated 6 March 2023 (the “**Circular**”) and the Proxy Form) are available on SGXNET ([www.sgx.com](http://www.sgx.com)) and the Company’s website ([www.olamgroup.com](http://www.olamgroup.com)). Printed copies of the Notice, the Circular and the Proxy Form will not be sent to Shareholders.

**Shareholders are advised to continue to check SGXNET and the Company’s website regularly for any updates relating to this EGM.**

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### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that this EGM will be held at Peony Junior Ballroom, Level 4, Marina Bay Sands Convention Centre, 10 Bayfront Avenue, Singapore 018956 and by electronic means on **Wednesday, 29 March 2023 at 3.00 p.m. Singapore time** for the purpose of considering, and if thought fit, passing, the following resolutions:

**Note:**

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the Circular. Explanatory information on the resolutions can be found in the Circular.

<p>That subject to and contingent upon the passing of Ordinary Resolution 2 and Special Resolution 3 in this Notice of EGM:</p> <p>(a) approval be and is hereby given for the Proposed OA Disposal by which the Company would dispose of such number of the OAHPL Shares owned by it (as determined by the Directors at their discretion) in connection with the OAHPL IPO; and</p> <p>(b) the Directors and/or any of them be and are hereby authorised to make all necessary determinations in connection with the Proposed OA Disposal, including without limitation in relation to any Over-allotment Option and any subsequent market sales of OAHPL Shares post the Over-allotment Option Period, and to do all acts and things and to execute all such documents as they or he or she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.</p>	<p>Ordinary Resolution 1: Proposed OA Disposal</p>
<p>That subject to and contingent upon the passing of Ordinary Resolution 1 and Special Resolution 3 in this Notice of EGM:</p> <p>(a) approval be and is hereby given for the Proposed OA Dilution, being an aggregate dilution/reduction of 20% or more (the actual percentage to be determined by the Directors at their discretion) of the Company's equity interest in OAHPL (a principal subsidiary of the Company), resulting from the New OA Issue; and</p> <p>(b) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents as they or he or she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.</p>	<p>Ordinary Resolution 2: Proposed OA Dilution</p>

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That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 in this Notice of EGM, pursuant to Section 78G read with Section 78I of the Companies Act 1967 of Singapore, and subject to and contingent upon the confirmation and approval of the High Court of the Republic of Singapore:

Special Resolution  
3: Proposed OA  
Capital Reduction

- (a) approval be and is hereby given for the Proposed OA Capital Reduction, to be effected by way of a distribution *in specie* of all or such number (as determined by the Directors at their discretion) of the OAHPL Shares owned by the Company as at the Distribution Record Date to the Distribution Entitled Shareholders, on a *pro rata* basis based on the number of Shares held by the Distribution Entitled Shareholders as at the Distribution Record Date and a distribution ratio to be determined by the Directors in their absolute discretion, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed OA Capital Reduction is effected, the issued and paid-up capital of the Company to be reduced by such amount (the “**Capital Reduction Sum**”) based on the cost of investment in the OAHPL Shares to be distributed to the Distribution Entitled Shareholders, the exact amount of the Capital Reduction Sum to be determined by the Directors, provided that the aggregate Capital Reduction Sum shall not exceed S\$2 billion; except that where the Directors are of the view that such distribution may infringe any foreign law or regulation or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Directors reserve the discretion not to distribute the OAHPL Shares to any Distribution Overseas Shareholders, and, subject to compliance with applicable laws and regulations, such OAHPL Shares shall be dealt with in the manner set out in paragraph (b) below;
- (b) where the Directors decide not to distribute the OAHPL Shares to any Distribution Overseas Shareholders, approval be and is hereby given for the OAHPL Shares which would otherwise have been distributed to such Distribution Overseas Shareholders to be transferred to such person(s) as the Directors may appoint, to sell the OAHPL Shares at such times and prices as such person(s) may determine at their discretion and thereafter to distribute the aggregate net proceeds (after deducting all relevant dealings and other costs and expenses) proportionately among such Distribution Overseas Shareholders according to their respective entitlements to the OAHPL Shares to which they would otherwise have become entitled, Provided always that if for any reason whatsoever OAHPL Shares to which the Distribution Overseas Shareholders would otherwise have been entitled pursuant to the Proposed OA Capital Reduction are unable to be so sold, the Distribution Overseas Shareholders may not receive any OAHPL Shares or proceeds of sale thereof;



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| <p>(c) approval be and is hereby given for the Directors to, in their absolute discretion, apply for extension of time from the Registrar of Companies and/or the Court for the purpose of lodging the order of the Court approving the Proposed OA Capital Reduction with the Registrar of Companies within the prescribed time frame under the Companies Act; and</p> <p>(d) the Directors and/or any of them be and are hereby authorised to make all necessary determinations, including without limitation regarding the treatment of fractional entitlements (including their sale or other dealing, whether fractional entitlements should be disregarded, how sale proceeds, if any, should be dealt with, the cancellation and/or forfeiture of fractional entitlements) and unclaimed OAHPL Shares, and to do all acts and things and to execute all such documents as they or he or she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.</p> |  |
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By Order of the Board

Michelle Tanya Kwek  
Company Secretary  
Singapore

Date: 6 March 2023

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at this EGM 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 this EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to this EGM (including any adjournment thereof) recordings and transmitting images and/or voice recordings when broadcasting this EGM 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](http://www.olamgroup.com), provides more information about the Company, including the latest Annual Report, the Circular, the Notice of EGM and the Proxy Form.