



Notice of Annual General Meeting

Olam International Limited

(Company Registration No. 199504676H)
(Incorporated in the Republic of Singapore with limited liability)

Conduct of Annual General Meeting in light of COVID-19 Outbreak

In view of the elevated safe distancing measures imposed by the Singapore Government due to the COVID-19 outbreak, the Company will be conducting the Twenty-Fifth Annual General Meeting (the “**Meeting**”) of Olam International 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 issued on 13 April 2020 titled “Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period” (the “**Joint Guidance**”).

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

- (a) **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.
- (b) **Live Audio and Video Webcast:** All Shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) (“**Investors**”), who wish to follow the proceedings of the Meeting through the “live” webcast must **pre-register online at <https://www.olamgroup.com/agm2020/registration.html> by Sunday, 17 May 2020, 2.00 p.m. Singapore time** for verification purposes. Following successful verification, details on how to join the webcast will be sent to you by **19 May 2020** at the email specified in your pre-registration details.
- (c) **Submission of Questions:** Shareholders and Investors will not be able to ask questions “live” via the webcast. All Shareholders and Investors can submit questions relating to the business of the Meeting **up till Sunday, 17 May 2020, 2.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of the Meeting) either (i) via post to Boardroom Corporate & Advisory Services Pte Ltd, the Company’s Share Registrar’s office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or (ii) via electronic mail to **olamagm@olamnet.com**. The Company will endeavour to respond to substantial and relevant questions either prior to the Meeting (via an announcement on SGXNET and the Company’s website) or at the Meeting.
- (d) **Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form):** Shareholders will only be able to vote at the Meeting by appointing 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or (ii) via electronic mail to olamagm@olamnet.com (e.g. enclosing a clear scanned completed and signed Proxy Form), and must be received by the Company by **Sunday, 17 May 2020, 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 Chairman of the Meeting will vote or abstain from voting at his/her discretion. In view of the COVID-19 situation, we encourage shareholders to submit the completed and signed Proxy Form via electronic mail.
- (e) **Voting by Investors holding shares through Relevant Intermediaries (including CPF and SRS investors):** Investors (including CPF/SRS investors) that wish to vote should **not** make use of the 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 working days** before the Meeting (i.e. by **Monday, 11 May 2020, 5.00 p.m. Singapore time**), to ensure that their votes are submitted.

Important Dates and Times

Date / Time	Actions
By Monday, 11 May 2020, 5.00 p.m.	Investors that wish to vote should approach their respective CPF Agent Bank/SRS Operator to submit their votes.
By Sunday, 17 May 2020, 2.00 p.m.	<p>Shareholders/Investors to:</p> <p>(a) pre-register online at https://www.olamgroup.com/agm2020/registration.html to attend Meeting</p> <p>(b) submit questions relating to the business of the Meeting either via (i) post to the Share Registrar's office, or (ii) email to olamagm@olamnet.com.</p> <p>Shareholders that wish to vote should also deposit completed Proxy Forms either by (i) post to the Share Registrar's office, or (ii) email to olamagm@olamnet.com.</p> <p>In view of the COVID-19 situation, we encourage shareholders to submit the completed and signed Proxy Form via electronic mail.</p>
By Tuesday, 19 May 2020, 2.00 p.m.	Verified Shareholders/Investors will receive an email with details on how to attend the Meeting (" Confirmation Email "). Shareholders/Investors that have validly pre-registered but have not received any Confirmation Email by this time should contact the Share Registrar at srs.teamc@boardroomlimited.com .
Date of Meeting	
Wednesday, 20 May 2020, 2.00 p.m.	Shareholders/Investors to log-in/dial-in to the Meeting using the details received in the Confirmation Email.

Documents and Information Relating to Meeting

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

In view of the rapidly evolving COVID-19 situation, Shareholders should note that the manner of conduct of the Meeting may be subject to further changes at short notice. Shareholders are advised to check SGXNET and the Company's website regularly for updates.

NOTICE IS HEREBY GIVEN that the Meeting of the Company will be held by electronic means on Wednesday, 20 May 2020, 2:00 p.m. for the following purposes:

Ordinary Business

Ordinary Resolutions

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| <p>1. To receive and adopt the Directors’ Statement and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon.</p> <p>Please refer to the explanatory note (i) provided.</p> | <p>Resolution 1</p> |
| <p>2. To declare a second and final dividend of 4.5 cents per share, tax exempt (one-tier) for the financial year ended 31 December 2019.</p> <p>Please refer to the explanatory note (ii) provided.</p> | <p>Resolution 2</p> |
| <p>3. To re-elect the following directors of the Company retiring pursuant to Regulation 107 of the Constitution of the Company (the “Constitution”), and who, being eligible, offer themselves for re-election:</p> <p>(a) Mr. Nihal Vijaya Devadas Kaviratne CBE
(b) Mr. Sunny George Verghese</p> <p>Please refer to the explanatory note (iii) provided.</p> <p>In addition, to note:</p> <p>(c) “That Mr. Yutaka Kyoya, who retires in accordance with Regulation 107 of the Constitution, is not seeking re-election and will retire with effect from the conclusion of the Meeting.”</p> <p>(d) “That Mr. Jean-Paul Pinard has informed the Chairman that he will retire with effect from the conclusion of the Meeting.”</p> | <p>Resolution 3
Resolution 4</p> |
| <p>4. To re-elect the following Directors who will cease to hold office in accordance with Regulation 113 of the Constitution, and who, being eligible, offer themselves for re-election:</p> <p>(a) Dr. Ajai Puri
(b) Dr. Joerg Wolle
(c) Mr. Nagi Adel Hamiyeh</p> <p>Please refer to the explanatory note (iv) provided.</p> | <p>Resolution 5
Resolution 6
Resolution 7</p> |
| <p>5. To approve the payment of Directors’ fees of up to S\$3,300,000 for the financial year ending 31 December 2020 (“FY 2020”) (2019: S\$2,600,000).</p> <p>Please refer to the explanatory note (v) provided.</p> | <p>Resolution 8</p> |
| <p>6. To re-appoint Messrs Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration.</p> <p>Please refer to the explanatory note (vi) provided.</p> | <p>Resolution 9</p> |

Special Business

Ordinary Resolutions

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

7. To elect Mr. Norio Saigusa as a director of the Company ("Director").

Resolution 10

Please refer to the explanatory note (vii) provided.

8. **General Authority to Issue Shares**

Resolution 11

That pursuant to Section 161 of the Companies Act, Chapter 50 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) 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 (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued 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) new Shares arising from the conversion or exercise of any convertible securities;
- (B) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (C) 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 Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; 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 (viii) provided.

Special Business

Ordinary Resolutions

9. Renewal of the Share Buyback Mandate

Resolution 12

That:

(a) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST; and/or
- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

(b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors pursuant to this Resolution may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM is held or required by law to be held; or
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earlier;

(c) in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing not more than five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as defined below), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings);

“**Relevant Period**” means the period commencing from the date of passing of this Resolution and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed 105% of the Average Closing Price.

Special Business

Ordinary Resolutions

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days (a **“Market Day”** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the day on which the On-Market Purchase was made; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

Please refer to the explanatory note (ix) provided.

10. Amendments to the Olam Share Grant Plan

Resolution 13

That the existing Rules of the Olam Share Grant Plan be amended in the manner as set out in Appendix 1 of the Letter to Shareholders dated 28 April 2020 (the **“Letter”**).

Please refer to the explanatory note (x) provided.

11. Authority to Issue Shares under the Olam Share Grant Plan

Resolution 14

That the Directors be and are hereby authorised to:

- (a) grant awards in accordance with the provisions of the Olam 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 Olam 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 Olam Share Grant Plan on any date, when added to:

- (i) the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares delivered and/or to be delivered in respect of all awards granted under the Olam Share Grant Plan; and
 (ii) 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 (xi) provided.

Special Business

Ordinary Resolutions

12. The Proposed Adoption of the IPT Mandate

Resolution 15

That:

- (a) pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the Company, its subsidiaries and associated companies which are considered to be “entities at risk” (as defined in the Listing Manual) to enter into the Mandated IPTs (as defined in the Letter) with any of the Mandated Interested Persons (as defined in the Letter) provided that such transactions are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders;
- (b) the Audit Committee of the Company (“**AC**”) be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time;
- (c) unless revoked or varied by the Shareholders in a general meeting, the authority conferred by this Resolution shall continue to be in force until the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

Please refer to the explanatory note (xii) provided.

By Order of the Board

Michelle Tanya Kwek
Company Secretary
Singapore

Date: 28 April 2020

Please read the following notes and the explanations of the resolutions before deciding how to vote.

Appointment of Proxy and Voting

- a. In compliance with the Order and the Joint Guidance, a Shareholder who wishes to vote at the Meeting can only do so by appointing the Chairman of the Meeting to act as his/her proxy to vote on his/her behalf in respect of all the Shares held by him/her. 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 Chairman of the Meeting will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted.
- b. Investors holding Shares through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore)), including CPF/SRS investors, should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least **seven working days** before the Meeting (i.e. by **Monday, 11 May 2020, 5.00 p.m.**) to ensure that their votes are submitted.
- c. The instrument appointing a proxy must be deposited by post to the office of the Share Registrar of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by electronic mail to olamagm@olamnet.com (e.g. enclosing a clear scanned completed and signed Proxy Form), and must be received by the Company not less than 72 hours before the time appointed for holding the AGM. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

- d. Personal data privacy:

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

Explanatory notes of the resolutions to be proposed at the AGM

Resolutions 1 to 15 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 Companies Act requires the audited consolidated financial statements of the Company for each financial year to be tabled before the Shareholders in a general meeting. The audited consolidated financial statements are to be accompanied by the Directors' Statement and the Auditors' Report thereon. The Directors' Statement and the audited consolidated financial statements for the financial year ended 31 December 2019 ("FY 2019") together with the Auditors' Report thereon are provided in the Financial Report of the Annual Report. A copy may also be read on our website at olamgroup.com/investors/investor-library.html.

(ii) Ordinary Resolution 2

Ordinary Resolution 2 is to declare a final tax-exempt dividend of 4.5 cents per Share for FY2019. Together with the sum of 3.5 cents per Share of interim dividend declared for the second quarter FY 2019, the total dividend for FY 2019 is 8 cents per Share (approximately S\$239 million). The Company does not have a fixed dividend policy. The Directors' policy is to recommend dividends consistent with the Company's overall governing objective of maximising intrinsic value for its continuing Shareholders. Dividend payments are affected by matters such as the level of the Company's future earnings, results of operations, capital requirements, cash flows, financial conditions, the Company's plans for expansion, general business conditions and other factors, including such legal or contractual restrictions as may apply from time to time or which the Directors may consider appropriate in the interests of the Company. The Directors will consider all these factors before proposing any dividends. The Company may, by ordinary resolution at a general meeting of Shareholders, declare dividends, but the amount of such dividends shall not exceed the amount recommended by the Directors. The Directors may also declare an interim dividend without seeking Shareholders' approval. Potential investors should note that this statement is a statement of the Company's present intention and shall not constitute a legally binding commitment in respect of the Company's future dividends and dividend pay-out ratio which may be subject to modification (including reduction or non-declaration thereof) in the Directors' sole and absolute discretion. All dividends are distributed as tax-exempt dividends in accordance with the Income Tax Act, Chapter 134 of Singapore.

(iii) Ordinary Resolutions 3 and 4

Mr. Nihal Vijaya Devadas Kaviratne, CBE will, upon re-election as a Director, continue his office as Non-Executive and Independent Director and will remain as a member of the AC and be appointed as Chairman of the Corporate Responsibility and Sustainability Committee ("CRSC"). He will be considered independent.

Mr. Sunny George Verghese will, upon re-election as a Director, continue his office as Executive Director and Group Chief Executive Officer and will remain as a member of the Board Steering Committee ("BSC"), Capital and Investment Committee ("CIC") and CRSC.

Mr. Yutaka Kyoya is a Non-Executive Director and a member of the AC, CRSC and the Governance and Nomination Committee ("GNC"). He is not seeking re-election and will retire at the conclusion of the Meeting.

Mr. Jean-Paul Pinard is a Non-Executive and Independent Director, Chairman of CRSC and a member of Human Resource and Compensation Committee ("HRCC"). He will retire at the conclusion of the Meeting.

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 2019 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 the respective ordinary resolution in relation to their re-election. Other than the Chairman of the Meeting who will be voting for proxies pursuant to the Order and the Joint Guidance, the Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of these resolutions.

(iv) Ordinary Resolutions 5, 6 and 7

Dr. Ajai Puri will, upon re-election as a Director, continue his office as Non-Executive and Independent Director and be appointed as member of the AC, CIC and CRSC. He will be considered independent.

Dr. Joerg Wolle will, upon re-election as a Director, continue his office as Non-Executive and Independent Director and be appointed as member of the Nomination and Remuneration Committee ("NRC"). He will be considered independent.

Mr. Nagi Adel Hamiyeh will, upon re-election as a Director, continue his office as Non-Executive Director and will remain as a member of the BSC and be appointed as member of the CIC.

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 2019 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 the respective ordinary resolution in relation to their re-election. Other than the Chairman of the Meeting who will be voting for proxies pursuant to the Order and the Joint Statement, the Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of these resolutions.

(v) Ordinary Resolution 8

Ordinary Resolution 8 seeks the payment of up to S\$3,300,000 to all Directors (other than the Executive Directors) as Directors' fees for FY 2020. The Directors' fees approved for FY 2019 were S\$2,600,000 with the aggregate fees paid quarterly in arrears to the Non-Executive Directors. For Non-Executive Directors entitled to receive Directors' fees in the form of shares, approximately 70% of the Directors' fees was paid in cash and approximately 30% in the form of Olam shares. The amount of Directors' fees paid to each Director for FY 2019 is disclosed in full on page 26 of the Governance Report of the 2019 Annual Report.

For Directors' fees payable to the Non-Executive Directors for FY 2020 (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 FY 2020. 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 Olam Share Grant Plan (as amended).

The Non-Executive Directors will refrain from making any recommendation on and, being Shareholders, shall abstain from voting on Ordinary Resolution 8. Other than the Chairman of the Meeting who will be voting for proxies pursuant to the Order and the Joint Guidance, the Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of this resolution.

Ordinary Resolution 8, if passed, will facilitate the quarterly payment in arrears of Directors' fees during FY 2020 in which the fees are incurred.

(vi) Ordinary Resolution 9

Ordinary Resolution 9 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 32 to 37 of the 2019 Annual Report.

(vii) Ordinary Resolution 10

Ordinary Resolution 10 seeks to appoint Mr. Norio Saigusa as a Non-Executive Director of the Company.

If appointed, Mr. Saigusa will become a member of the Board Risk Committee, CRSC and NRC.

Please refer to the Addendum for the additional information on Mr Saigusa's profile, provided pursuant to Rule 720 (6) of the Listing Manual.

(viii) Ordinary Resolution 11

Ordinary Resolution 11, 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 11 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 11 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(ix) Ordinary Resolution 12

Ordinary Resolution 12, if passed, will empower the Directors from the date of the passing of this Ordinary Resolution 12 until the earlier of the date of the next AGM, or the date by which the next AGM is required by law to be held, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution 12 on the terms of the Share Buyback Mandate as set out in the Letter accompanying this Notice of AGM, unless such authority is earlier revoked or varied by the Company in a general meeting.

The Company may use internal sources of funds or borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on, *inter alia*, the aggregate number of Shares purchased, whether the purchase is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares. For illustrative purposes only, the financial effects of an assumed purchase or acquisition of the maximum number of Shares by way of Market Purchase or Off-Market Purchase, at a purchase price equivalent to the Maximum Price per Share based on the audited financial statements of the Company and its subsidiaries for FY 2019 and certain assumptions, are set out in paragraph 2.4.6 of the Letter.

(x) Ordinary Resolution 13

Ordinary Resolution 13, if passed, will approve the amendments to the Olam Share Grant Plan to enable the Non-Executive Directors of the Company and/or its subsidiaries to participate in the Olam Share Grant Plan (as amended). The Olam Share Grant Plan was adopted at the AGM held on 30 October 2014.

If the proposed amendments to the Olam Share Grant Plan are approved, grants of fully paid Shares may be made to the Non-Executive Directors as part of their remuneration in respect of their office. The incorporation of an equity component in the total remuneration of the Non-Executive Directors' fees will help to align the interests of such Non-Executive Directors with the interests of the Shareholders. Please refer to the Letter for more details. See, also, Ordinary Resolution 8 on the current intention to pay out approximately 30% of the Directors' fees for FY 2020 in the form of awards under the Olam Share Grant Plan (as amended).

All the Directors will be eligible to participate in the Olam Share Grant Plan (as proposed to be amended). Accordingly, they refrained from making any voting recommendation to Shareholders in respect of Ordinary Resolution 13. The Directors will abstain from voting their Shares (if any) on Ordinary Resolution 13 and other than the Chairman of the Meeting who will be voting for proxies pursuant to the Order and the Joint Guidance, the Directors will not be able to accept appointment as proxies for any Shareholder to vote in respect of this resolution. The Company will disregard any votes cast by the Directors in respect of their Shares (if any) in contravention of this requirement.

(xi) Ordinary Resolution 14

Other than the Olam Share Grant Plan, the Company does not have any other share scheme which is currently in force. Ordinary Resolution 14, if passed, will empower the Directors to grant awards under the Olam Share Grant Plan and to issue new Shares in respect of such awards, subject to the limitations described in this Ordinary Resolution 14. 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 Olam Share Grant Plan may be found in the Governance Report and the Financial Report of the 2019 Annual Report.

(xii) Ordinary Resolution 15

Ordinary Resolution 15, if passed, will permit the Company, its subsidiaries and associated companies which are considered to be "entities at risk" (as defined in the Listing Manual) to enter into Mandated IPTs (as defined in the Letter) with certain specified interested persons listed in Appendix 2 of the Letter. Please refer to the Letter for more details.

In accordance with Rule 920 (1) (b) (viii) of the Listing Manual, Mitsubishi Corporation and its Associates shall abstain from voting in respect of each of their shareholdings on Ordinary Resolution 15 as set out in the Notice of 2020 AGM. Further, Mitsubishi Corporation and its Associates will not be able to accept appointment as proxies for any Shareholder to vote in respect of this resolution. Any votes cast by such person in contravention of this requirement shall be disregarded.

Notice of Record Date and Payment Date

As stated in the Notice of Record Date and Payment Date set out in the Company's announcement dated 28 April 2020, the Company wishes to notify Shareholders that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 28 May 2020 for the preparation of dividend warrants. Duly completed registrable transfers of Shares received by the Company's Share Registrar, Boardroom Corporate & Advisory Services (Pte) Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 28 May 2020 will be registered to determine members' entitlements to the proposed final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 28 May 2020 will be entitled to the proposed final dividend. Payment of the final dividend, if approved by the members at the AGM to be held on 20 May 2020, will be made on 4 June 2020.

Additional Information on Retiring Directors and New Appointment of Director

Mr. Nihal Vijaya Devadas Kaviratne CBE, Mr. Sunny George Verghese, Dr. Ajai Puri, Dr. Joerg Wolle and Mr. Nagi Hamiyeh are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 20 May 2020 (“AGM”) under Ordinary Resolutions 3, 4, 5, 6 and 7 as set out in the Notice of AGM dated 28 April 2020 (collectively, the “Retiring Directors” and each a “Retiring Director”).

Mr. Norio Saigusa is proposed to be appointed as a Non-Executive Director of the Company under Ordinary Resolution 10.

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Directors and the proposed appointment of the director of the Company for the first time at the forthcoming annual general meeting as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

Name of Director	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Sunny George Verghese	Dr. Ajai Puri	Dr. Joerg Wolle	Mr. Nagi Adel Hamiyeh	Mr. Norio Saigusa
Date of Appointment	1 October 2014*	11 July 1996	1 September 2019	1 September 2019	1 September 2019	24 April 2020
Date of Last Re-appointment	25 April 2018	25 April 2017	N.A.	N.A.	N.A.	N.A.
Age	76	60	66	62	51	57
Country of principal residence	India	Singapore	United Kingdom	Switzerland	Singapore	Japan
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.	Mr. Norio Saigusa is nominated by Mitsubishi Corporation (“MC”) to replace Mr. Yutaka Kyoya who will retire as a Non-Executive Director of the Company at the conclusion of Olam's Annual General Meeting to be held on 24 April 2020. Mr. Saigusa is currently the Executive Vice President, Group CEO, Food Industry Group of MC and has held several senior level roles in MC for the last 35 years. The Governance & Nomination Committee (“GNC”) reviewed the experience, skill set, qualification and the quality of the proposed nomination by MC. The GNC opined that the extensive experience of Mr. Saigusa from the various key roles he has held in MC will add to the optimal mix of expertise and experience of the Board. The Board concurred with the recommendation of the GNC.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive / Co-Founder and Group Chief Executive Officer	Non-Executive	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director Chairman*, Corporate Responsibility & Sustainability Committee Member, Audit Committee	Executive Director Group Chief Executive Officer Member, Corporate Responsibility & Sustainability Committee Member, Capital & Investment Committee Member, Board Steering Committee	Independent Non-Executive Director Member, Audit Committee* Member, Corporate Responsibility & Sustainability Committee*	Independent Non-Executive Director Member, Nomination and Remuneration Committee*	Non-Executive Director Member, Board Steering Committee Member, Capital and Investment Committee*	Non-Executive Director Member, Board Risk Committee Member, Corporate Responsibility & Sustainability Committee Member, Nomination and Remuneration Committee
Professional qualifications	Bachelor of Arts, Economics (Honours), Bombay University, India	Postgraduate Degree in Business Management, Indian Institute of Management, Ahmedabad, India Advanced Management Program, Harvard Business School, USA	MBA in Marketing, Crummer Business School, Rollins College, USA PhD in Food Science, University of Maryland, USA	PhD in Engineering “summa cum laude”, Technical University Chemnitz, Germany Executive Development Program, IMD Lausanne, Switzerland Stanford Executive Program, GSB Stanford University, Palo Alto, CA, USA	Master of Science degree in Civil and Environmental Engineering, Massachusetts Institute of Technology, USA Bachelor of Science degree in Civil Engineering, University of Texas, USA	Degree of Political Science and Economics, Waseda University, Tokyo

* If re-elected and after the conclusion of the Meeting

Name of Director	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Sunny George Verghese	Dr. Ajai Puri	Dr. Joerg Wolle	Mr. Nagi Adel Hamiyeh	Mr. Norio Saigusa
Working experience and occupation (s) during the past 10 years	Mr. Nihal Kaviratne CBE held various Board appointments in the last 10 years. Please refer to his list of past directorships. Mr. Kaviratne's career with the Unilever Group spanned 40 years during which he held various senior level management positions in sales, marketing, brand and strategic planning and development, and as Chairman/CEO across Asia, Europe and Latin America. He retired from Unilever in 2005. Mr. Kaviratne was cited in HM Queen Elizabeth II's 2004 New Year Honours List in the UK and has been made the Commander of the Order of the British Empire (CBE) for services to UK business interests and to sustainable development in Indonesia. He was one of "25 leaders at the forefront of change" chosen by Business Week in 2002 for the Stars of Asia Award. In its year end 2010 issue, Forbes India listed him as one of the "5 top names to have on your Board". He was awarded for driving "Business Excellence" at the World Business Conclave 2016 in Hong Kong. Mr. Kaviratne brings with him extensive organisational, business, management, strategic planning and customer-based experience and knowledge.	Mr. Sunny Verghese was with the Kewalram Chanrai Group (KC Group) for over two decades and in 1989 was mandated to start the Company with a view to building an agricultural products business for the KC Group. Before joining the KC Group, he worked for Unilever in India. Mr. Verghese previously chaired CitySpring Infrastructure Management Pte Ltd, a listed Business Trust in Singapore and was also a Commissioner of the Business & Sustainable Development Commission (BSDC). Mr. Verghese has won several awards including 'Outstanding Chief Executive' at the Singapore Business Awards in 2007, 'Ernst & Young Entrepreneur of the Year' for Singapore in 2008 and 'Best CEO of the Year 2011' at the Singapore Corporate Awards. He was also awarded the Public Service Medal by the Government of the Republic of Singapore in 2010.	Dr. Ajai Puri brings more than three decades of global experience in various food and agri industries. His expertise spans several domains – innovation, science and technology, food safety, consumer, customer, channel insights and marketing. Dr. Puri, from 1981 to 2003, was with The Coca-Cola Company where he held a variety of roles in Research and Development, Innovation, Consumer Marketing and General Management. When he left Coca-Cola in 2003, he was Senior Vice President – Science and Technology for Coca-Cola's non-carbonated juice business in North America. From 2003 to 2007, Dr. Ajai Puri was Executive Board Member and President – Research, Development and Product Integrity at Amsterdam-based Royal Numico N.V. Dr. Ajai Puri served as an Adviser to Mead Johnson Nutrition (2008–2010) and DSM N.V. (2008–2011). He was also a Non-Executive Director with Nutreco N.V. (2009–2015) and Barry Callebaut AG (2011–2014). Dr. Puri is presently a Non-Executive Director with Firmenich S.A., Tate and Lyle PLC, Britannia Industries Ltd and the Global Alliance for Improved Nutrition (G.A.I.N.).	Having been appointed CEO of Siber Hegner Ltd in 2000, Dr. Joerg Wolle was instrumental in a quick turnaround of the 130 year old Asia trading company which had fallen on hard times. Following this, he merged the company with two other Swiss-based Asia-focused distribution companies and created the leading business services and distribution group in the ASEAN region with more than 33,000 specialised staff. He grew sales three and profits six-fold during his tenure as CEO and took the company public on the Zurich Stock Exchange. Dr. Joerg Wolle is presently Chairman of Kuehne + Nagel International Ltd and Klingelberg AG. He was President and CEO of DKSH Holding Ltd from 2002 to 2017 and became its Chairman from 2017 to 2019. Dr. Wolle was a member of the Supervisory Board of Louis Dreyfus Company B.V. (2014 to 2018) and a member of the Board of Directors of UBS Ltd (2006 to 2009) and Diethelm Keller Holding Ltd. (2004 to 2019).	Mr. Nagi Hamiyeh brings 24 years of experience in strategy, corporate finance, mergers and acquisitions (M&A), growth equity, private equity and public investing in multiple industries across the globe. Furthermore, he was intimately involved in companies' consolidation and restructuring, as well as working closely with portfolio companies on value uplift opportunities. Lastly, he led the development of the various greenfield platforms by way of M&A and organic growth. Mr. Hamiyeh is the Joint Head of Temasek's Investment Group, and is concurrently the Head of Portfolio Development. Mr. Hamiyeh joined Temasek in 2005. Over the course of his career with Temasek, he had led the firm's Natural Resources, Industrials, Consumer and Real Estate Investment teams and was Joint Head of Enterprise Development Group and Head of Africa and Middle East, Australia and New Zealand. Prior to Temasek, Mr. Hamiyeh was a banker with Credit Suisse First Boston's Energy Group. He began his career at Bain & Company.	Mr. Norio Saigusa is currently the Executive Vice President, Group CEO, Food Industry Group of Mitsubishi Corporation. He is concurrently a Non-Executive Director of Thai Union Group Public Company Limited, a global seafood leader involved in the manufacture, import and distribution of seafood-based food products based in Thailand. He joined Mitsubishi Corporation in 1985 and has since been engaged in the food business. He has played various managerial roles in Mitsubishi Corporation in Tokyo as well as in its overseas offices, including Germany and Thailand. Prior to his current position, he was the President of Mitsubishi Company (Thailand), Ltd. and Thai-MC Company Limited. In 2017 after he was promoted to the Division COO of Living Essential Resources Division in 2016.
Shareholding interest in the listed issuer and its subsidiaries?	23,842 Ordinary Shares	136,530,385 Ordinary Shares 2,059,922 Performance Share Awards (subject to performance targets being met) 1,237,782 Restricted Share Awards	4,117 Ordinary Shares	4,586 Ordinary Shares	Nil	Nil
Any relationship (including immediate family relationship) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Nil	Nil	As described above Temasek is a controlling shareholder of the Company.	As described above Mitsubishi Corporation is a controlling shareholder of the Company.
Conflict of interests (including any competing business)	Nil	Nil	Nil	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes	Yes	Yes

Other Principal Commitments Including Directorships

Name of Director	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Sunny George Verghese	Dr. Ajai Puri	Dr. Joerg Wolle	Mr. Nagi Adel Hamiyeh	Mr. Norio Saigusa
Past (for the last 5 years)	DBS Group Holdings Ltd (Director) DBS Bank Ltd (Director) DBS Foundation Ltd (Director) Akzo Nobel India Limited (Chairman) TVS Motor (Singapore) Pte. Limited (Director) PT TVS Motor Company (President Commissioner) SATS Ltd (Director)	Nauvu Investments Pte. Ltd. (Director) Société SIFCA (Non-Executive Director)	Firmenich S.A. (Non-Executive Director) Britannia Industries LTD (Non-Executive Director) Tate and Lyle PLC (Non-Executive Director) Global Alliance for Improved Nutrition (G.A.I.N.) (Non-Executive Director) Jacobs Holding AG (Advisory Member)	DKSH Holding Ltd. (Chairman, 2017-2019) (President & CEO, 2002-2017) Diethelm Keller Holding Ltd. (Member, Board of Directors, 2004-2019) Louis Dreyfus Company B.V. (Member Supervisory Board, 2014-2018) Compensation and Nomination and Governance Committee (Chairman) Strategy Committee (Member) Kuehne + Nagel International Ltd. (Member, Board of Directors, 2010-2016) Nomination and Compensation Committee (Chairman)	Tana Africa Capital Limited (Director) Tana Africa Investment Managers Limited (Director)	Mitsubishi Corporation LT (Thailand) Co., Ltd. (President) Thai Metal Processing Co., Ltd. Tri Petch Isuzu Sales Co., Ltd. Tri Petch Isuzu Leasing Co., Ltd. IVICT (Thailand) Company Limited. Matsutani Chemical Industry Co., Ltd. Mitsubishi Shoji Construction Materials Corporation MCC Development Corporation Mitsubishi Cement Corporation MC Agri Alliance Ltd. Thai Kurabo Co., Ltd Thai Bridgestone Co., Ltd. Bridgestone Sales (Thailand) Co., Ltd.
Present	Listed company GlaxoSmithKline Pharmaceuticals Ltd (Director) StarHub Ltd (Director) Non-listed company Caraway Pte. Ltd. (Chairman) Advisory Board for South East Asia/ Indonesia, Bain & Company SE Asia, Inc. (Member) Private Sector Portfolio Advisory Committee in India of the UK Government's Department for International Development (Member) Corporate Resilience Advisory Council, McKinsey & Company (Member)	Listed company Nil Non-listed company Caraway Pte. Ltd. (Director) Human Capital Leadership Institute Pte Ltd (Chairman) WBCSD (World Business Council for Sustainable Development) (Chairman) JOil (S) Pte Ltd (Chairman) Singapore Management University Board of Trustee (Member)	Listed company Britannia Industries Ltd (Director) Tate and Lyle PLC (Director) Non-listed company Firmenich S.A. (Director) Global Alliance for Improved Nutrition (G.A.I.N.) (Director)	Listed company Kuehne + Nagel International Ltd. (Chairman) Klingelberg AG (Chairman) Non-listed company Temasek International (Joint Head of Investment Group and Head, Consumer) Kuehne Holding Ltd. (Director) Kuehne Foundation (Member, Board of Trustee) Sheares Healthcare Group Pte. Ltd. (Director) Lebanese International Finance Executives (Director) Dream International BV (Director)	Listed company Sembcorp Industries Ltd (Director) Non-listed company Temasek International (Joint Head of Investment Group and Head, Consumer) Sheares Healthcare Group Pte. Ltd. (Director) Lebanese International Finance Executives (Director) Dream International BV (Director)	Listed company Mitsubishi Corporation (Executive Vice President, Group CEO, Food Industry Group) Thai Union Group Public Company Limited (Director)

Information required pursuant to Listing Rule 704(7)

Name of Director	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Sunny George Verghese	Dr. Ajai Puri	Dr. Joerg Wolle	Mr. Nagi Adel Hamiyeh	Mr. Norio Saigusa
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No	No	No

Name of Director	Mr. Nihal Vijaya Devadas Kaviratne CBE	Mr. Sunny George Verghese	Dr. Ajai Puri	Dr. Joerg Wolle	Mr. Nagi Adel Hamiyeh	Mr. Norio Saigusa
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No	No	No	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No	No	No
Any prior experience as a director of an issuer listed on the Exchange?*	N.A.	N.A.	N.A.	N.A.	N.A.	No
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.*	N.A.	N.A.	N.A.	N.A.	N.A.	No
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).*	N.A.	N.A.	N.A.	N.A.	N.A.	Please see note below

Note:

Mr. Norio Saigusa has had extensive professional experience including being Board Member of companies listed on the Stock Exchange of Thailand, namely Thai Union Group Public Company Limited. The Governance and Nomination Committee found Mr. Norio Saigusa's experience as relevant and comparable to the experience of a person who has served as a director of an issuer listed on the Singapore Exchange.

As part of the new director induction program, Mr. Norio Saigusa will also be briefed on the local legal, regulatory and governance requirements as well as the duties of director.

* Disclosure applicable for appointment of director only.