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This document is not an offer of securities for sale in the United States or elsewhere. The Securities (as defined below) issued under the Programme (as defined below) have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Securities are being offered and sold only in offshore transactions as defined in and in reliance on Regulation S under the Securities Act.]



ANNOUNCEMENT

ISSUE OF US$500,000,000 SUBORDINATED PERPETUAL SECURITIES UNDER THE US$5,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME (THE "PROGRAMME") OF OLAM INTERNATIONAL LIMITED

Olam International Limited (the "**Issuer**") wishes to announce that it will be issuing US$500,000,000 subordinated perpetual securities (the "**Securities**") pursuant to the Programme. Credit Suisse (Singapore) Limited, DBS Bank Ltd. and Standard Chartered Bank have been appointed as the joint lead managers and bookrunners for the issuance of the Securities.

Unless otherwise defined herein, terms used in this announcement and which are defined in the terms and conditions of the Securities ("**Conditions**") and/or the pricing supplement for the Securities (the "**Pricing Supplement**") shall bear the same meanings ascribed to them in the Conditions and/or the Pricing Supplement except to the extent the context otherwise requires.

The principal terms of the Securities are as follows:

(a) **Issue Price** : 100 per cent. of the aggregate principal amount of the Securities.

(b) **Status** : The Securities constitute direct, unconditional, unsecured and subordinated obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves and with any Parity Obligations of the Issuer.

Subject to the insolvency laws of the jurisdiction of incorporation of the Issuer and other applicable laws, in the event of the Winding-Up of the Issuer, the Subordinated Holder Claims will rank in such Winding-Up:

(a) expressly subordinated and subject to the rights and claims of all Senior Creditors of the Issuer;

(b) *pari passu* with each other and with the rights and claims of any Parity Creditors or holders of Parity Obligations; and

(c) in priority to the rights and claims of holders of Junior Obligations.

(c) **Maturity Date** : The Securities are perpetual securities in respect of which there is no maturity date.

(d) **Distribution** : Subject to the Conditions, the Securities confer a right to receive distribution from the Distribution Commencement Date at the applicable Distribution Rate payable semi-annually in arrear on 20 January and 20 July of each year (each, a "**Distribution Payment Date**").

(e) **Distribution Rate** : The Distribution Rate applicable to the Securities shall be:

(a) in respect of the period from, and including, the Distribution Commencement Date to, but excluding, 20 July 2021 (the "**First Call Date**"), 5.35 per cent. per annum; and

(b) in respect of the period from, and including, the First Call Date and each date falling every 5 years after the First Call Date) (each, a "**Reset Date**") falling thereafter to, but excluding, the immediately following Reset Date, at a rate equivalent to the prevailing US Treasury Benchmark Rate plus the Initial Spread plus the Step-up Margin of 2.00 per cent.

(f) **Redemption at the Option of the Issuer** : The Securities are redeemable at the option of the Issuer, by giving not less than 30 nor more than 60 days' irrevocable notice to the Noteholders redeem all but not some only of the Securities on the First Call Date or on any Distribution Payment Date thereafter at 100 per cent. of the aggregate principal amount together with distributions accrued to the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount, if applicable).

(g) **Other Redemption** : The Securities may also be redeemed upon the occurrence of certain other redemption events to be specified in the Pricing Supplement.

(h) **Distribution Discretion** : The Issuer may, at its sole discretion, elect to defer (in whole and not in part) any distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to the Noteholders and to the Trustee and the Issuing and Paying Agent, not more than 15 nor less than 5 Business Days prior to a scheduled Distribution Payment Date, unless during the 12-month period prior to such scheduled Distribution Payment Date, the Issuer has at its discretion:

(a) declared or paid any dividends or distributions on any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Parity Obligations, or made any other payment (including payments under any guarantee obligations) on any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Parity Obligations; and/or

(b) repurchased, redeemed or otherwise acquired any of its Junior Obligations or (except on a *pro rata* basis) the Issuer's Parity Obligations,

in each case other than (i) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group or (ii) as a result of the exchange or conversion of its Parity Obligations for its Junior Obligations).

Any distribution so deferred will constitute "**Arrears of Distribution**". The Issuer shall have no obligation to pay any distribution (including any Arrears of Distribution and any Additional Distribution Amount, if applicable) on any Distribution Payment Date if it validly elects not to do so. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can be deferred.

(i) **Arrears of Distribution** : Each amount of Arrears of Distribution shall bear interest as if it constituted the principal of the Perpetual Securities at the prevailing Distribution Rate and the amount of such interest (the "**Additional Distribution Amount**") with respect to Arrears of Distribution shall be due and payable pursuant to the Conditions and shall be calculated by applying the applicable Distribution Rate to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the Conditions.

The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

(j) **Restrictions in the case of Deferral** : If on any Distribution Payment Date, payment of all distribution payments scheduled to be made on such date is not made in full, the Issuer shall not and shall procure that none of its subsidiaries shall:

(i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Parity Obligations; or

(ii) redeem, reduce, cancel, buy-back or acquire for any consideration, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Parity Obligations,

in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants of the Group, (2) as a result of the exchange or conversion of Parity Obligations for Junior Obligations, unless and until the Issuer has satisfied in full all outstanding Arrears of

Distribution (if applicable) and any Additional Distribution Amounts (if applicable) or the Issuer is so permitted by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

(l) **Governing Law** : English law with subordination provisions governed under the laws of Singapore.

The Securities are expected to be issued on 20 July 2016.

The net proceeds arising from the issue of the Securities (after deducting issue expenses) will be used by the Issuer and/or its subsidiaries to refinance the Issuer's 7% perpetual capital securities issued on 1 March 2012 and/or for general corporate purposes, including, but not limited to, refinancing of existing borrowings, making investments and/or acquisitions, general working capital and corporate purposes.

Application will be made to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for permission to deal in the listing and quotation of the Securities on the SGX-ST. Admission to the Official List of the SGX-ST and the listing and quotation of the Securities on the SGX-ST is not to be taken as an indication of the merits of the Issuer, its subsidiaries, its associated companies (if any), its joint venture companies (if any), the Programme or the Securities.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

By Order of the Board

OLAM INTERNATIONAL LIMITED

Shekhar Anantharaman
Executive Director & Group Chief Operating Officer
13 July 2016