

OLAM GROUP LIMITED
(Company Registration No. 202180000W)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Company will be conducting the Extraordinary General Meeting convened on Monday, 20 June 2022 at 3.00 p.m. wholly by electronic means (the “**EGM**”) in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation dated 4 February 2022 titled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation” (the “**Joint Guidance**”).

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

- (a) **No Attendance in Person:** The EGM will be conducted only by electronic means and Shareholders will not be able to physically attend the EGM. The proceedings of the EGM will be broadcast through a “live” webcast comprising both video (audio-visual) and audio-only feeds.
- (b) **Online Pre-registration required to attend the EGM:** All Shareholders as well as investors who hold shares of the Company (“**Shares**”) through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”, and such investors “**CPF/SRS Investors**”), who wish to attend the EGM must pre-register online at <https://www.olamgroup.com/investors/shareholders-information/extraordinary-general-meeting.html> (the “**Pre-Registration Page**”) by **Friday, 17 June 2022 at 3.00 p.m. Singapore time** for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the EGM (“**Chairman**”)) as a proxy or proxies to attend and vote at the EGM on their behalf must pre-register their proxy(ies) for the EGM.

Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore (“**Companies Act**”)) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, “**Relevant Intermediaries**”, and such investors “**Investors**”) (other than CPF/SRS Investors) who wish to attend the EGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters (the “**Confirmation Email**”) will be sent to authenticated Shareholders, proxies and Investors who have been pre-registered for the EGM by **Friday, 17 June 2022 at 3.00 p.m. Singapore time** at the email specified in their pre-registration details.

Shareholders, proxies and Investors who do not receive the Confirmation Email by Sunday, 19 June 2022 but have been pre-registered for the EGM by the deadline of **Friday, 17 June 2022 at 3.00 p.m. Singapore time**, should contact the Share Registrar at oglegm2022@boardroomlimited.com immediately.

- (c) **Submission of Questions:** All Shareholders and Investors can submit questions relating to the business of the EGM up till **Friday, 10 June 2022 at 3.00 p.m. Singapore time** either (i) via post to Boardroom Corporate & Advisory Services Pte Ltd, the Company's Share Registrar, at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632, or (ii) via electronic mail to oglegm@olamagri.com. Shareholders and Investors who submit questions in advance of the EGM should provide their full name, address, contact number, email 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 other Relevant Intermediary), for our verification purposes.

The Company will respond to substantial and relevant questions so received by Wednesday, 15 June 2022 at 12 noon (being more than 48 hours prior to the closing date and time for the lodgement of the proxy forms), via an announcement on SGXNET and the Company's website.

Alternatively, Shareholders, proxies and Investors will be able to ask questions "live" during the EGM via a "chatbox" which would be made available to the Shareholders to type in their questions during the webcast.

- (d) **Voting by Shareholders:** Shareholders who wish to exercise their voting rights at the EGM may:
- (i) (where the Shareholder is an individual) attend and vote "live" at the EGM;
 - (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote "live" at the EGM on their behalf; and
 - (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

"Live" voting will be conducted during the EGM. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.**

Shareholders and proxies may cast their votes at the EGM using the login credentials provided during pre-registration. Shareholders and proxies should therefore have their Confirmation Email containing their unique user credentials handy for reference. Instructions will be provided at the start of the EGM on how to vote. For the avoidance of doubt, "live" voting is not permissible by the audio-only feed.

- (e) **Appointment of Proxies:**

- (i) Shareholders who wish to appoint proxies to attend the EGM and vote "live" at the EGM on their behalf must do both of the following: (A) complete and submit the Proxy Form in accordance with the instructions below; and (B) pre-register the proxy(ies) at the Pre-Registration Page by **Friday, 17 June 2022 at 3.00 p.m. Singapore time**.
- (ii) As an alternative to "live" voting, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the 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, (B) via electronic mail to oglegm2022@boardroomlimited.com enclosing a clear scanned completed and signed Proxy Form or (C) (only for individuals who hold Shares directly with CDP) via electronic submission of the e-Proxy Form at the Pre-Registration Page.

Proxy Forms must be received by the Company by **Friday, 17 June 2022 at 3.00 p.m. Singapore time** (being 72 hours before the time appointed for the holding of the EGM). Proxy Forms can be downloaded from SGXNET (www.sgx.com) or the Company's website (www.olamgroup.com). 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 EGM. If no specific direction as to voting is given, the proxy (including the Chairman if he is appointed as proxy) will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted. In view of the COVID-19 situation, the Company encourages Shareholders to submit the completed and signed Proxy Form via electronic mail or, where applicable, submit the e-Proxy Form via the Pre-Registration Page. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

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

A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the 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 or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

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

Investors should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may vote "live" at the EGM.

CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Bank/SRS Operator at least seven working days before the EGM (i.e. by **Wednesday, 8 June 2022 at 5.00 p.m. Singapore time**).

- (g) **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM (and displayed on-screen for the “live” video webcast) in respect of the resolutions put to the vote at the EGM. The Company will also issue an announcement on SGXNET on the results of the resolutions put to vote at the EGM.

Documents and Information Relating to the EGM

Documents and information relating to the EGM (including the Notice of EGM, Circular dated 5 June 2022 (the “**Circular**”) and the Proxy Form) have been published on SGXNET (www.sgx.com) and the Company’s website (www.olamgroup.com). Printed copies of the Notice, the Circular and the Proxy Form will not be sent to Shareholders.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the EGM will be held wholly by electronic means on Monday, 20 June 2022, 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:</p> <p>(a) approval be and is hereby given for the Proposed Sale; 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 1: the Proposed Sale</p>
<p>That:</p> <p>(a) approval be and is hereby given for the Potential Additional Sale; 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: the Potential Additional Sale</p>
<p>That:</p> <p>(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:</p> <p style="padding-left: 40px;">(i) market purchase(s) (each a “Market Purchase”) on the SGX-ST; and/or</p> <p style="padding-left: 40px;">(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,</p> <p>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”);</p>	<p>Ordinary Resolution 3: the Proposed Share Buyback Mandate</p>

(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 annual general meeting of the Company 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 percent (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 annual general meeting of the Company 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. where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days, 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 Market Purchase was made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and

<p>“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</p> <p>(d) 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>	
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By Order of the Board

Michelle Tanya Kwek
Company Secretary
Singapore

Date: 5 June 2022

Personal data privacy:

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