



OLAM INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199504676H)

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This announcement is not an exchange offer or solicitation of consent with respect to any Existing Securities (as defined below). The Exchange Offer and Consent Solicitation (each as defined below) are being made solely pursuant to the Exchange Offer and Consent Solicitation Memorandum (as defined below) and related documents which set forth the complete terms of the Exchange Offer and Consent Solicitation.

This announcement is not an offer of securities for sale in the United States or to U.S. persons. The 2017 Perpetual Securities (as defined below) and the New 2021 Perpetual Securities (as defined below) have not been, and will not be, registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of U.S. persons. The 2017 Perpetual Securities and the New 2021 Perpetual Securities are being offered and sold only in an offshore transaction in accordance with Regulation S under the Securities Act.

This announcement and any materials relating to the Exchange Offer and Consent Solicitation do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.

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COMMENCEMENT OF EXCHANGE OFFER AND CONSENT SOLICITATION EXERCISE BY OLAM INTERNATIONAL LIMITED (THE "COMPANY" AND THE "EXISTING ISSUER") IN CONNECTION WITH ITS:

- (1) **S\$500,000,000 6.00% NOTES DUE 2022 (ISIN: SG6X10986208) (THE "2022 SGD NOTES");**
- (2) **US\$300,000,000 4.375% NOTES DUE 2023 (ISIN: XS1575977365) (THE "2023 USD NOTES");**
- (3) **S\$600,000,000 4.00% NOTES DUE 2026 (ISIN: SGXF63577419) (THE "2026 SGD NOTES");**
- (4) **S\$350,000,000 5.50% SUBORDINATED PERPETUAL SECURITIES (ISIN: SG7DJ3000005) (THE "2017 PERPETUAL SECURITIES"); AND**
- (5) **S\$550,000,000 5.375% SUBORDINATED PERPETUAL SECURITIES (ISIN: SGXF39597590) (THE "2021 PERPETUAL SECURITIES", AND COLLECTIVELY WITH THE 2022 SGD NOTES, THE 2023 USD NOTES, THE 2026 SGD NOTES AND THE 2017 PERPETUAL SECURITIES, THE "EXISTING SECURITIES"),**

ISSUED PURSUANT TO ITS U.S.\$5,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME (THE "EMTN PROGRAMME")

Shareholders of the Company who are not otherwise holders of the Existing Securities will not be eligible to attend or vote at the Meetings of the Holders (as defined below) either in person or by proxy.

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the exchange offer and consent solicitation memorandum dated 18 January 2022 (the "**Exchange Offer and Consent Solicitation Memorandum**") issued by the Company.

On 14 December 2021, the Company announced that it is proposing to seek the approval of its shareholders to carry out the Proposed Transactions (as defined in the Appendix hereto).

Following the completion of the Proposed Transactions, there will be three coherent operating groups, being the OFI Business, the OGA Business and the OIL Business. The OFI Business will remain with the Existing Issuer whilst the OGA Business and the OIL Business will be under a new holding company, Olam Group Limited ("**OG**"). As such, two business groups will be formed and they will be independent of each other.

Accordingly, the Company wishes to announce that it has today commenced an invitation to the relevant holders of the Existing Securities to, *inter alia*:

- (a) (in respect of the 2022 SGD Notes, the 2023 USD Notes and the 2026 SGD Notes) seek the approval of the holders of such Existing Securities to waive any potential event of default or event of default under such Existing Securities that may arise as a result of the Proposed Transactions;
- (b) (in respect of the 2023 USD Notes, the 2017 Perpetual Securities and the 2021 Perpetual Securities) seek the approval of the holders of such Existing Securities to agree to the substitution of OG, on or after a copy of the Scheme Court Order has been lodged with the Registrar of Companies, in place of the Company as principal debtor and issuer of such Existing Securities, and to release the Company from all obligations and liabilities under such Existing Securities;
- (c) (in respect of the 2023 USD Notes) seek the approval of the holders of the 2023 USD Notes to introduce a call option in the novated 2023 USD Notes that will allow OG to redeem the novated 2023 USD Notes (in whole or in part) at any time at the Make-Whole Amount

(the exercise seeking *inter alia* the approvals as set out in paragraphs (a) to (c) above, the "**Consent Solicitation**")

- (d) (in respect of the 2017 Perpetual Securities) offer to the holders of the 2017 Perpetual Securities to exchange any and all of their 2017 Perpetual Securities for Singapore dollar-denominated subordinated perpetual securities to be consolidated and form a single series with the existing 2021 Perpetual Securities ("**New 2021 Perpetual Securities**") for the Exchange Consideration as set out in the Exchange Offer and Consent Solicitation Memorandum (the "**Exchange Offer**").

Holders of the Existing Securities should carefully consider all of the information, in particular the risk factors, set forth in the Exchange Offer and Consent Solicitation Memorandum.

The Hongkong and Shanghai Banking Corporation Limited and Standard Chartered Bank (Singapore) Limited (together, the "**Dealer Managers**") have been appointed as dealer managers in connection with the Exchange Offer and Consent Solicitation. Further details on the Consent Solicitation can be found in the notices of meetings announced *via* SGXNET today and the Exchange Offer and Consent

Solicitation Memorandum, and further details on the Exchange Offer can be found in the Exchange Offer and Consent Solicitation Memorandum.

Copies of the Exchange Offer and Consent Solicitation Memorandum, (if applicable) the Voting Instruction Form, (if applicable) the Proxy Form, (if applicable) Earmarking Instruction Letter and (if applicable) the Exchange Application Form are being mailed to each person who is shown in the records of The Central Depository (Pte) Limited as a Holder of the 2022 SGD Notes, the 2026 SGD Notes, the 2017 Perpetual Securities and the 2021 Perpetual Securities (the "**Existing CDP Securities**") with an address in Singapore. In addition, holders of the Existing CDP Securities may collect copies of the Exchange Offer and Consent Solicitation Memorandum, (if applicable) the Exchange Application Form, (if applicable) the Voting Instruction Form, (if applicable) the Proxy Form, (if applicable) the Earmarking Instruction Letter and the (if applicable) Voting Certificate from the office of Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), in its capacity as exchange agent and meeting agent in connection with the Exchange Offer and Consent Solicitation (the "**CDP Exchange Agent**" and the "**CDP Meeting Agent**" respectively), at 80 Robinson Road, #11-02, Singapore 068898, at any time between 9.00 a.m. to 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays) up to 3.00 p.m. (Singapore time) on 7 February 2022. Holders of the Existing CDP Securities are required to make an appointment with the CDP Exchange Agent and/or CDP Meeting Agent prior to making any collection.

In order to avoid any violation of laws applicable in countries other than Singapore, the Exchange Offer and Consent Solicitation Memorandum has not been and will not be mailed to the holders of the Existing CDP Securities who do not presently have an address in Singapore ("**Foreign Holders**"). Foreign Holders who wish to obtain a copy of the Exchange Offer and Consent Solicitation Memorandum should provide in writing an address in Singapore to the CDP Exchange Agent and/or the CDP Meeting Agent, not later than five days before the Expiration Time.

Copies of the Exchange Offer and Consent Solicitation Memorandum are available to holders of the Existing Securities from Morrow Sodali Ltd., in its capacity as the ICSD information and tabulation agent (the "**ICSD Information and Tabulation Agent**"), in electronic copy format at the consent website [via https://bonds.morrowsodali.com/olaminternational](https://bonds.morrowsodali.com/olaminternational). The ICSD Information and Tabulation Agent can be contacted by holders of the 2023 USD Notes at its email address at olaminternational@investor.morrowsodali.com and *via* the telephone at (London) + 44 20 4513 6933 and (Hong Kong) + 852 2319 4130.

The Exchange Offer and Consent Solicitation Memorandum contains an appendix entitled "Disclosure on the Proposed Transactions" which carries information, *inter alia*, about certain corporate actions of the Company and its subsidiaries. This section is reproduced in its entirety as the Appendix to this announcement.

Questions and requests for assistance in connection with:

- (i) the Consent Solicitation and the Exchange Offer may be directed to the Dealer Managers;
- (ii) the delivery of Voting Instruction Forms, Proxy Forms or Earmarking Instruction Letters in respect of the Existing CDP Securities may be directed to the CDP Meeting Agent;
- (iii) the delivery of Voting Instructions in respect of the 2023 USD Notes may be directed to the ICSD Information and Tabulation Agent; and
- (iv) the delivery of Exchange Application Forms in respect of the Exchange Offer may be directed to the CDP Exchange Agent,

the contact details for each of which are on the last page of the Exchange Offer and Consent Solicitation Memorandum.

BY ORDER OF THE BOARD

Neelamani Muthukumar
Group Chief Financial Officer

18 January 2022

APPENDIX

DEFINITIONS

In this Appendix 1, unless the context requires otherwise, the following defined terms shall have the meanings set out below:

"1HFY2021"	:	Financial period comprising the first six (6) months of FY2021
"1HFY2021 Financial Statements"	:	The latest announced financial statements of the Existing Issuer as at the Latest Practicable Date, being the unaudited consolidated financial statements of the Existing Issuer for 1HFY2021
"2022 Options"	:	The outstanding unexercised options expiring on 15 June 2022 granted pursuant to the Existing Issuer's employee share option scheme adopted at a general meeting of the Existing Issuer held on 4 January 2005 and amended at an extraordinary general meeting of the Existing Issuer held on 29 October 2008
"Aggregate Dilution"	:	Assumed total effective dilution of OG's interest in OFIGL as a result of the Proposed Disposal and Proposed Dilution, being 40%, as more particularly set out in paragraph 7.6
"Announcement"	:	The announcement made by the Existing Issuer on the SGXNET on 14 December 2021 entitled "Proposed Restructuring by way of a Scheme of Arrangement under Section 210 of the Companies Act, Chapter 50 of Singapore, Proposed Listing of OFI Group Limited, and Proposed Demerger of the Olam Food Ingredients Business"
"AtSource Guidelines"	:	The guidelines to be issued by the Existing Issuer regarding the use of the AtSource IP
"AtSource IP"	:	The AtSource TMs and the AtSource technology platform, which are used together to enable and facilitate the delivery of a sustainability verification program based on unified standards, processes and scheme rules
"AtSource IP Agreements"	:	The AtSource LTSA, AtSource Transfer Agreement and AtSource Guidelines
"AtSource LTSA"	:	The long term services agreement which will <i>inter alia</i> detail the maintenance and development obligations of the Existing Issuer with respect to the AtSource IP
"AtSource TMs"	:	Marks which include the word "AtSource" and logos containing the word "AtSource"

"AtSource Transfer Agreement"	:	The agreement pursuant to which the Existing Issuer will be transferring the exclusive, beneficial and economic ownership rights in the AtSource IP globally to the Remaining OG Group for use in respect of the OGA Business and the OIL Business with effect from 1 January 2022
"Awards"	:	The outstanding awards granted under and pursuant to the terms of the Olam SGP comprising 40,439,948 Shares which are the subject of PSA and 20,754,735 Shares which are the subject of RSA, which have yet to vest as at the Latest Practicable Date
"Board"	:	The board of directors of the Existing Issuer as at the Latest Practicable Date
"B2B"	:	Business-to-business
"B2C"	:	Business-to-consumer
"Capital Reduction Court Order"	:	The order made by the Court approving the Proposed Capital Reduction of OG
"CDP"	:	The Central Depository (Pte) Limited
"Code"	:	The Singapore Code on Take-overs and Mergers
"Combined Transactions"	:	The Proposed Disposal, the Proposed Dilution and the Proposed Demerger
"Companies Act"	:	Companies Act 1967 of Singapore
"Constitution"	:	The Constitution of the Existing Issuer, as amended from time to time
"Court"	:	The High Court of the Republic of Singapore
"Demerger Agreement"	:	The demerger agreement to be entered into between OFIGL, OAH, the Existing Issuer and OG
"Dilution Shares"	:	Such number of newly issued OFIGL Shares resulting in 20% dilution of OG's remaining interest in OFIGL following the Proposed Disposal but immediately prior to the Proposed Distribution, being the assumed number of new OFIGL Shares issued in the OFI IPO, as more particularly set out in paragraph 7.6
"Director"	:	A director of the Existing Issuer
"Distribution Entitled Shareholders"	:	The depositors who have OG Shares in their Securities Accounts maintained by the said depositors with CDP as at the Distribution Record Date

"Distribution Record Date"	:	The date to be separately announced, fixed by the Existing Issuer for the purpose of determining entitlements of the OG Shareholders in respect of the Proposed Distribution
"Dutch Statutory Demerger"	:	The statutory demerger by Olam Brands BV of certain OGA and OG related intellectual property assets to Olam Global Agri Brands BV and OGH Brands BV respectively, in accordance with Book 2, Title 7 of the Dutch Civil Code, and entered into in connection with the Reorganisation Exercise
"EGM"	:	The extraordinary general meeting to be held by the Existing Issuer immediately following the Scheme Meeting
"Encumbrances"	:	Any liens, equities, mortgages, charges, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever
"EPS"	:	Earnings per share
"Exercise Deadline"	:	The day falling 10 Scheme Business Days after the Scheme is approved at the Scheme Meeting
"Existing Issuer" or "OIL"	:	Olam International Limited, incorporated in Singapore on 4 July 1995, a public company limited by shares, whose shares are listed on the Mainboard of the SGX-ST
"FCA"	:	UK Financial Conduct Authority acting in its capacity as the competent authority under Part VI of FSMA
"FSMA"	:	UK Financial Services and Markets Act 2000
"FY"	:	Financial year comprising the period from 1 January to 31 December
"FY2018"	:	FY ended 31 December 2018
"FY2019"	:	FY ended 31 December 2019
"FY2020"	:	FY ended 31 December 2020
"FY2020 Financial Statements for Olam Group"	:	The audited consolidated financial statements of the Olam Group for FY2020
"FY2020 Unaudited OFIGL Historical Financial Information"	:	The unaudited historical financial information of OFIGL for FY2020
"FY2021"	:	FY ended 31 December 2021

"Group" or "Olam Group"	:	The Existing Issuer and its subsidiaries
"Implementation Agreement"	:	The implementation agreement dated 14 December 2021, entered into between the Existing Issuer and OG relating to the Scheme
"IT"	:	Information Technology
"June Outstanding Options"	:	The Options in respect of 15,967,000 Shares exercisable on or before 15 June 2022, outstanding as at the date of the Announcement
"Latest Practicable Date"	:	10 January 2022
"Listing Manual"	:	The Mainboard Rules of the SGX-ST
"LSE"	:	The London Stock Exchange
"LTSA"	:	The long-term services agreement to be entered into between OFIGL and OTBS
"LQN"	:	The listing and quotation notice from the SGX-ST for the listing of, and quotation for, all the OG Shares, including the new OG Shares, on the SGX-ST
"MAS"	:	Monetary Authority of Singapore
"NAV"	:	Net asset value
"New Issue"	:	The issuance of new OFIGL Shares by OFIGL as part of the OFI IPO
"NTA"	:	Net tangible assets
"OAH"	:	Olam Agri Holdings Pte. Ltd.
"Offer Price"	:	The offer price for each OFIGL Share offered at the public offering in connection with the OFI IPO
"OFI Business"	:	The Olam Food Ingredients business which is constituted by the Olam Group's global sourcing and ingredients and solutions reporting segments and its Cocoa, Coffee, Nuts, Spices and Dairy divisions
"OFI IPO"	:	The primary listing of OFIGL in the UK, involving the admission of the OFIGL Shares to the premium segment of the FCA's Official List and to trading on the LSE's Main Market for listed securities, with a concurrent secondary listing on the Mainboard of the SGX-ST by way of introduction
"OFI Subsidiaries"	:	The subsidiaries of the Existing Issuer involved in the OFI Business

"OFIGL"	:	OFI Group Limited
"OFIGL Shares"	:	Ordinary shares in the share capital of OFIGL
"OFI Marks"	:	The marks "OFI Olam Food Ingredients" and "Olam Food Ingredients OFI", and including marks containing the words "Olam Food Ingredients" used together with the word or logo "OFI"
"OG"	:	Olam Group Limited
"OG Awards"	:	The contingent awards of OG Awards Shares under the Proposed OG SGP
"OG Awards Shares"	:	The new ordinary shares in the capital of OG to be allotted and issued by OG under the Proposed OG SGP
"OG Constitution"	:	The Constitution of OG
"OG Director"	:	A director of OG
"OG Group"	:	OG and its subsidiaries
"OG Shareholders"	:	The shareholders of OG
"OG Share"	:	Ordinary share in the share capital of OG
"OGA"	:	Olam Global Agri Pte. Ltd.
"OGA Business"	:	The Olam Global Agri business comprising the Olam Group's Integrated Feed & Proteins, Edible Oils, Rice, Speciality Grains & Seeds, Cotton, Wood Products, Rubber and Commodity Financial Services divisions
"OGA Subsidiaries"	:	The subsidiaries of the Existing Issuer involved in the OGA Business
"OGH"	:	Olam Global HoldCo Pte. Ltd.
"OIL Business"	:	The business of the Olam Group excluding the OFI Business and OGA Business, comprising (i) packaged foods, infrastructure and logistics, and Olam Palm Gabon and (ii) the businesses carried out by Olam Ventures Pte. Ltd. and OTBS
"OIL Subsidiaries"	:	The subsidiaries of the Existing Issuer involved in the OIL Business
"Olam ESOS"	:	The Existing Issuer's employee share option scheme adopted at a general meeting of the Existing Issuer held on 4 January 2005 and amended at an extraordinary general meeting of the Existing Issuer held on 29 October 2008, which expired on 3 January 2015

"Olam Holdings"	:	Olam Holdings Pte. Ltd.
"Olam Holdings Transfer"	:	The transfer of the shares of Olam Holdings, upon the completion of the Proposed Restructuring, by the Existing Issuer to OG to be held directly by the latter
"Olam SGP"	:	The share grant plan of the Existing Issuer, adopted at a general meeting of the Existing Issuer held on 30 October 2014 and amended at an extraordinary general meeting of the Existing Issuer held on 20 May 2020
"Olam TMs"	:	Marks which include the word "OLAM" and logos including the word "OLAM"
"Options"	:	The options issued under the Olam ESOS
"OTBS"	:	Olam Technology and Business Services Pte. Ltd.
"P-Notes"	:	Promissory notes, the benefit of which the Existing Issuer has received from various OGA Subsidiaries in connection with and as part of the intra-group consideration for the implementation of the Separation
"PFB"	:	Packaged food business
"Prescribed Occurrence"	:	<p>In relation to the Existing Issuer, OFIGL or OG, as the case may be, means any of the following:</p> <ol style="list-style-type: none"> 1. Resolution for Winding Up: the Existing Issuer, OFIGL or OG resolving that it be wound up; 2. Appointment of Liquidator or Judicial Manager: the appointment of a liquidator, provisional liquidator, judicial manager and/or provisional judicial manager of the Existing Issuer, OFIGL or OG; 3. Order of Court for Winding Up: the making of an order by a court of competent jurisdiction for the winding up of the Existing Issuer, OFIGL or OG; 4. Composition: the Existing Issuer, OFIGL or OG entering into any arrangement or general assignment or composition for the benefit of its creditors generally;

		<p>5. Appointment of Receiver: the appointment of a receiver or a receiver and manager, in relation to the Existing Issuer, OFIGL or OG, and/or in relation to the property or assets of the Existing Issuer or OG;</p> <p>6. Insolvency: the Existing Issuer, OFIGL or OG becoming or being deemed by law or a court of competent jurisdiction to be insolvent; and</p> <p>7. Cessation of Business: the Existing Issuer ceasing or threatening to cease for any reason to carry on its business in the usual course (save as a result of any step taken in connection with the implementation of the Reorganisation Exercise).</p>
"Proposed Capital Reduction of OG"	:	The proposed capital reduction exercise to be undertaken by OG under Section 78G of the Companies Act to effect the Proposed Demerger
"Proposed Demerger"	:	The proposed demerger of the OFI business via the Proposed Capital Reduction of OG, by which OG will carry out the Proposed Distribution
"Proposed Dilution"	:	The proposed dilution of OG's interest in OFIGL as a result of the New Issue immediately prior to the Proposed Distribution
"Proposed Disposal"	:	The proposed sale by OG of a certain number of OFIGL Shares in conjunction with the OFI IPO
"Proposed Distribution"	:	The proposed distribution of all Remaining OFIGL Shares to the Distribution Entitled Shareholders
"Proposed Dividend in Specie"	:	The proposed dividend in specie to be undertaken by the Existing Issuer, upon the completion of the Proposed Restructuring, of its rights, interests and benefits in and to some or all of the P-Notes it holds to OFIGL
"Proposed OFIGL Group"	:	OFIGL and its subsidiaries following the completion of the Proposed Demerger
"Proposed OG IPT Mandate"	:	The general mandate for interested person transactions pursuant to Chapter 9 of the Listing Manual, which OG intends to adopt and implement with effect from the Scheme Effective Date

"Proposed OG SGP"	:	The share grant plan which OG intends to adopt and implement with effect from the Scheme Effective Date
"Proposed OG SGP Mandate"	:	The mandate to issue OG Awards and OG Awards Shares under the Proposed OG SGP which OG intends to adopt and implement with effect from the Scheme Effective Date
"Proposed OG Share Issue Mandate"	:	The share issue mandate which OG intends to adopt and implement with effect from the Scheme Effective Date
"Proposed Restructuring"	:	The proposed restructuring of the Olam Group involving, <i>inter alia</i> , OG's allotment and issuance to the Shareholders of OG Shares, credited as fully paid, on the basis of one (1) new OG Share for every one (1) Share held by each Shareholder as at the Scheme Record Date, in consideration of the transfer of all of the Shares held by the Shareholders to OFIGL (in consideration of which OFIGL will issue OFIGL Shares to OG), which will result in the Shareholders holding all of the OG Shares, and the Existing Issuer becoming a wholly-owned subsidiary of OG indirectly through OFIGL
"Proposed Transactions"	:	The Proposed Restructuring, Proposed Dividend in Specie, Proposed Disposal, Proposed Dilution and Proposed Demerger
"PSA"	:	Performance share awards under the Olam SGP
"Regulatory Approvals"	:	<p>Includes without limitation, the following:</p> <ul style="list-style-type: none"> (i) a confirmation from the SIC that the provisions of the Code will not apply to OG's acquisition of the Shares from the Shareholders under the Scheme; (ii) a declaration from the Monetary Authority of Singapore under Section 273(5) of the SFA that the requirement for a prospectus as set out in Part XIII, Division 1, Subdivision 2 of the SFA (other than Section 257 of the SFA) will not apply to the offer of OG Shares to the Shareholders; (iii) a confirmation from the SGX-ST that: <ul style="list-style-type: none"> (A) Rules 1307 and 1309 of the Listing Manual will not apply to the delisting of the Shares from the Mainboard of the SGX-ST as a result of the Scheme;

		<p>(B) the listing requirements and procedures under Chapter 2 of the Listing Manual will not apply to the listing of the OG Shares on the Mainboard of the SGX-ST as part of the Scheme; and</p> <p>(C) it has no objection to the spin-off of the OFI Business via a separate listing of OFIGL</p>
"Relevant Date"	:	The date falling on the Scheme Business Day immediately preceding the Scheme Effective Date
"Remaining OFIGL Shares"	:	The remaining OFIGL Shares held by OG after the Proposed Disposal
"Remaining OG Group"	:	The OG Group excluding the Proposed OFIGL Group
"Reorganisation Exercise"	:	The Existing Issuer's exercise to re-organise its diverse business portfolio to create three (3) coherent operating groups, as elaborated on in paragraph 1.2
"RSA"	:	Restricted share awards under the Olam SGP
"Sale Shares"	:	25% of the issued OFIGL Shares prior to the New Issue, being the assumed number of OFIGL Shares which OG will sell in the OFI IPO, as more particularly set out in paragraph 7.6
"Scheme"	:	The scheme of arrangement proposed by the Existing Issuer to the Shareholders under Section 210 of the Companies Act, to effect the Proposed Restructuring
"Scheme Business Day"	:	A day (other than a Saturday or Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
"Scheme Conditions Precedent"	:	<p>The conditions precedent to the Scheme, which includes the following:</p> <p>(a) the Reorganisation Exercise being substantially complete;</p> <p>(b) the approval of the Scheme by a majority in number of the Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares held by the Shareholders present and voting either in</p>

		<p>person or by proxy at the Scheme Meeting;</p> <p>(c) sanction of the Scheme by the Court;</p> <p>(d) all Regulatory Approvals having been obtained and not withdrawn prior to or on the Relevant Date, on terms and conditions acceptable to the Existing Issuer;</p> <p>(e) all consents, waivers and approvals which are necessary or required to be obtained by the Existing Issuer from any third parties in connection with the Scheme or the Proposed Restructuring having been obtained or completed on terms satisfactory to the Existing Issuer and the same not having been revoked prior to the Scheme Effective Date;</p> <p>(f) the LQN having been obtained for the listing of, and quotation for, all OG Shares, including the new OG Shares, on the SGX-ST;</p> <p>(g) the adoption by OG of a new constitution in a form to be agreed between OG and the Existing Issuer;</p> <p>(h) the approval of the shareholder(s) of OG for the allotment and issuance of the OG Shares to the Shareholders pursuant to the Scheme and the Proposed Restructuring;</p> <p>(i) the approval of the shareholder(s) of OFIGL for the allotment and issuance of the OFIGL Shares to OG pursuant to the Scheme and the Proposed Restructuring;</p> <p>(j) between the date of the Implementation Agreement and the Relevant Date, no Prescribed Occurrence in relation to the Existing Issuer, OFIGL or OG, as the case may be, occurs other than as required or contemplated by the Implementation Agreement or the Proposed Restructuring;</p> <p>(k) the holders of the 2022 Options signing an undertaking to, inter alia, exercise their options no later than the Exercise Deadline and to the extent that any of their options are not exercised by the Exercise Deadline, waive their rights to exercise such options at any time after the Exercise Deadline;</p>
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		<p>(l) the Existing Issuer's warranties being true and correct, as of the date of the Implementation Agreement and as of the Relevant Date as though made on and as of that date; and</p> <p>(m) OG's warranties being true and correct, as of the date of the Implementation Agreement and as of the Relevant Date as though made on and as of that date.</p>
"Scheme Consideration"	:	The allotment and issue by OG to the Shareholders of OG Shares, credited as fully paid, on the basis of one (1) new OG Share for every one (1) Share held by each Shareholder as at the Scheme Record Date
"Scheme Court Order"	:	The order of the Court sanctioning the Scheme under Section 210 of the Companies Act
"Scheme Effective Date"	:	The date on which the Scheme, if approved at the Scheme Meeting and sanctioned by the Court, becomes effective in accordance with the terms of the Scheme
"Scheme Meeting"	:	The meeting of the Shareholders to be convened by the Court to approve the Scheme, and any adjournment thereof
"Scheme Record Date"	:	The date fixed by the Existing Issuer for the purpose of determining entitlements of the Shareholders in respect of the Scheme
"Securities Account"	:	A securities account maintained by a depositor with CDP (but does not include a securities sub-account maintained with a depository agent)
"Separation"	:	The process of carving out and separating the OFI Subsidiaries, OGA Subsidiaries and OIL Subsidiaries into three (3) corporate groups
"Securities Act"	:	United States Securities Act of 1933
"SFA"	:	The Securities and Futures Act 2001 of Singapore
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"SGXNET"	:	A system network used by listed companies to send information and announcements to the SGX-ST, or any other system network prescribed by the SGX-ST
"Share"	:	An ordinary share in the capital of the Existing Issuer

"Shareholders"	:	The shareholders of the Existing Issuer
"SIC"	:	Securities Industry Council
"Subscriber Shareholder"	:	Sunny George Verghese
"Subscriber Shareholder Undertaking"	:	The irrevocable undertaking provided by the Subscriber Shareholder to the Existing Issuer dated 14 December 2021
"UK"	:	The United Kingdom

1. INTRODUCTION

1.1. Background

On 14 December 2021, the Existing Issuer announced in the Announcement that it is proposing to seek the approval of the Shareholders to carry out the Proposed Transactions, comprising:

- (a) the Proposed Restructuring by way of the Scheme, which will interpose two (2) recently incorporated companies – OG which is incorporated in Singapore and its wholly-owned subsidiary OFIGL which is incorporated in the UK, between the Existing Issuer and the Shareholders;
- (b) the Proposed Dividend in Specie;
- (c) the Proposed Disposal, by which OG will dispose of all or some of its OFIGL Shares in the OFI IPO;
- (d) the Proposed Dilution, by which OG's stake in its principal subsidiary OFIGL will be reduced through the New Issue; and
- (e) the Proposed Demerger via the Proposed Capital Reduction of OG, by which OG will carry out the Proposed Distribution to distribute all of its Remaining OFIGL Shares to the Distribution Entitled Shareholders.

The Proposed Transactions are part of the Reorganisation Exercise, as more particularly described in paragraph 1.2.

The Existing Issuer also announced in the Announcement that:

- (i) it is contemplated that the Proposed Disposal, the Proposed Dilution and the Proposed Demerger (which are collectively the Combined Transactions) will take place in conjunction with the OFI IPO comprising the primary listing of OFIGL (which would by then be the ultimate holding company of the OFI Business) in the UK, involving the admission of the OFIGL Shares to the premium listing segment of the FCA's Official List and to trading on the LSE's Main Market for listed securities, with a concurrent secondary listing on the Mainboard of the SGX-ST;
- (ii) it is contemplated that the OFI IPO will involve a public offering of at least 25% of the enlarged share capital of OFIGL, via the Proposed Disposal and the New Issue. On its own, the New Issue could result in an aggregate dilution of OG's interest in OFIGL by 20% or more;
- (iii) the Existing Issuer entered into the Implementation Agreement with OG on 14 December 2021 to implement the Proposed Restructuring, by way of the Scheme;
- (iv) the Scheme will only become effective if all the Scheme Conditions Precedent have been satisfied or waived (as the case may be) in accordance with the Implementation Agreement and when a copy of the Scheme Court Order has been lodged with the Registrar of Companies; and
- (v) in connection with the Scheme, OG will adopt the Proposed OG SGP, the Proposed OG SGP Mandate, the Proposed OG Share Issue Mandate and the Proposed OG IPT Mandate.

The Board believes that the Reorganisation Exercise will enable each operating group (being the OGA Business and OIL Business, and OFI Business respectively) to capitalise on the trends specific to that group and pursue its own vision, take advantage of new market opportunities, optimise resources, attract new talent, and invest in requisite assets and capabilities. The Reorganisation Exercise will result in a group structure which allows the Olam Group to explore the sequential sale, spin-off or IPO of the OFI Business, OGA Business and potentially other operating groups, so as to unlock long-term shareholder value. The rationale for the Reorganisation Exercise is set out in greater detail in paragraph 4.

1.2. The Reorganisation Exercise

The Reorganisation Exercise is the Existing Issuer's overall plan to reorganise its diverse business portfolio, as announced by the Existing Issuer on 20 January 2020. The intention is to create three (3) coherent operating groups, being:

- (a) the OFI Business, which offers sustainable, natural, value-added food ingredients and solutions which is constituted by the Olam Group's global sourcing and ingredients and solutions reporting segments and its Cocoa, Coffee, Nuts, Spices and Dairy divisions;
- (b) the OGA Business comprising the Olam Group's Grains, Integrated Feed & Proteins, Edible Oils, Rice, Speciality Grains & Seeds, Cotton, Wood Products, Rubber and Commodity Financial Services divisions; and
- (c) the OIL Business, which is the Olam Group's other businesses, comprising (i) the gestating businesses (of packaged foods, infrastructure and logistics and Olam Palm Gabon), and (ii) the businesses carried out by Olam Ventures Pte. Ltd. and OTBS. The OIL Business is responsible for managing the divestment of non-core assets and businesses identified in the Olam Group's Strategic Plan 2019-2024 which was announced by the Existing Issuer on 25 January 2019, and redeploying the funds realised from such divestments. In addition, it will focus on developing the gestating businesses while exploring opportunities to partially or fully monetise these investments over time. The OIL Business will also incubate new platforms for growth (what it terms as "Engine 2") housed within Olam Ventures Pte. Ltd., and also offer shared services through its other key subsidiary, OTBS, which will help to maximise economies of scale and optimise synergies across the OIL Subsidiaries and the OGA Subsidiaries.

The OFI Subsidiaries (being the subsidiaries of the Existing Issuer involved in the OFI Business), the OIL Subsidiaries (being the subsidiaries of the Existing Issuer involved in the OIL Business) and the OGA Subsidiaries (being the subsidiaries of the Existing Issuer involved in the OGA Business) have substantially been carved out and separated into three (3) corporate groups as part of the Separation process of the Reorganisation Exercise.

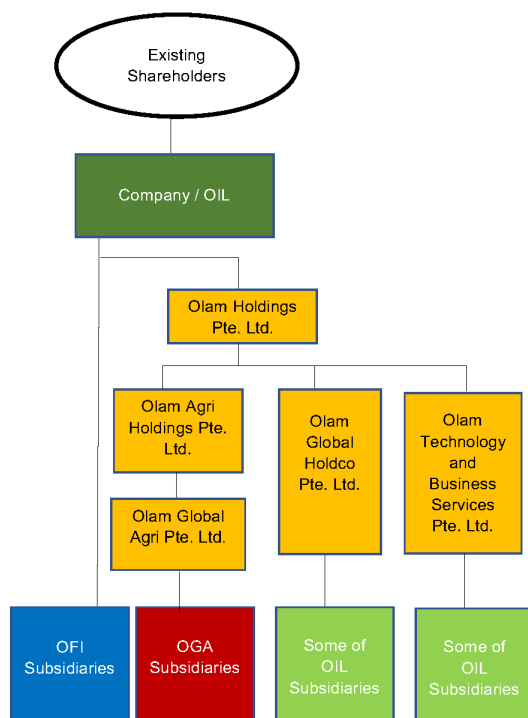
The Separation was implemented through, *inter alia*, the following steps:

- (a) a Singapore-incorporated company, Olam Holdings, was formed on 12 January 2021 as a wholly-owned direct subsidiary of the Existing Issuer, with three (3) new Singapore-incorporated companies, being OAH, OGH and OTBS, formed as wholly-owned subsidiaries of Olam Holdings; and
- (b) the OGA Subsidiaries were transferred from the Existing Issuer and/or other entities within the Olam Group to be held by OGA, a wholly-owned subsidiary of OAH, and the OIL Subsidiaries were transferred from the Existing Issuer and/or other entities within the Olam Group to be held by OGH or OTBS.

The OFI Business is distinct from the OGA Business and the OIL Business. The reorganisation of the Olam Group into, *inter alia*, the OFI Business, the OGA Business and the OIL Business as part of the Separation, resulted in each having dedicated leadership and management teams, as well as new organisational structures designed with embedded country management and central functions for each operating group. The Separation was a process that commenced in the first half of FY2020 and was substantially completed on 31 December 2021.

The diagram below shows the structure of the Olam Group after the Separation.

Group structure after completion of Separation



1.3. The corporate structure after the Scheme

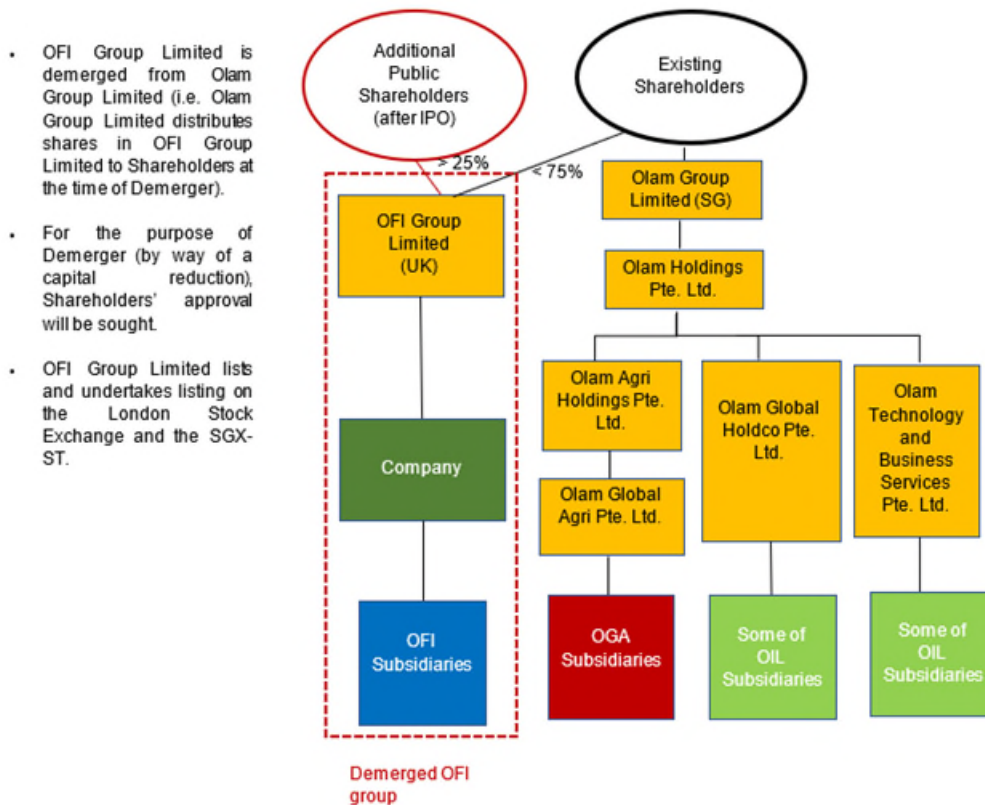
Subject to approval of the Scheme by the Shareholders and sanction of the Scheme by the Court, as mentioned in paragraph 1.1(a), the Scheme will interpose two (2) recently incorporated companies, OG and its wholly-owned UK subsidiary OFIGL, between the Existing Issuer and the Shareholders. The Shareholders will as a result of the Scheme become shareholders of OG, and the Existing Issuer will be delisted. The Existing Issuer's listing status on the Mainboard of the SGX-ST will be transferred to OG. Please refer to paragraph 5 for more information. Subsequent to the Scheme becoming effective but prior to the OFI IPO, OFIGL will re-register as a UK public company.

1.4. The final corporate structure after the Proposed Transactions

Subject to, *inter alia*, the resolutions at the Scheme Meeting and the EGM being approved by Shareholders, and following the implementation of the Scheme and the Proposed Transactions, it is presently envisaged that the corporate structure of the Olam Group would be as follows:

- (a) OG will be the ultimate holding company of the OIL Subsidiaries and OGA Subsidiaries, and will be listed on the Mainboard of the SGX-ST;
- (b) OFIGL will be the ultimate holding company of the OFI Subsidiaries. OFIGL will be a separate company from OG, with a primary listing on the premium listing segment of the Official List of the FCA and trading on the LSE's Main Market for listed securities and a secondary listing on the Mainboard of the SGX-ST;
- (c) at least 25% of the enlarged share capital of OFIGL will be held by investors who have purchased or subscribed for OFIGL Shares in the OFI IPO; and
- (d) the remaining shares of the enlarged share capital of OFIGL which are not part of the OFI IPO will be distributed *pro rata* to the Distribution Entitled Shareholders.

The diagram below shows the intended structure of the Olam Group after the completion of the Proposed Transactions.



1.5. Applications to the SGX-ST

As stated in the Announcement, following an application made by the Existing Issuer to the SGX-ST, the SGX-ST had by way of a letter dated 14 December 2021 advised that based on the Existing Issuer's submissions and representations to the SGX-ST, the SGX-ST has no objection to the proposed spin-off of the business of OFIGL via a separate listing, the non-applicability of Rules 1307 and 1309 of the Listing Manual to the delisting of the Shares from the Mainboard of the SGX-ST as a result of the Scheme, and the non-applicability of Chapter 2 of the Listing Manual to the listing of OG Shares as part of the Scheme.

The SGX-ST ruling is subject to:

- compliance with the SGX-ST's listing requirements;
- approval of the Scheme by the Shareholders at an extraordinary general meeting to be convened;
- sanction of the Scheme by the Court;
- obtaining of the relevant approvals and/or confirmations from the MAS and SIC; and
- submission of an undertaking from the directors and executive officers of OG to comply with the SGX-ST's listing rules. The undertakings must be in the form set out in Appendix 7.7 of the Listing Manual.

The SGX-ST however reserves the right to amend and/or vary the above decision and such decision is subject to changes in the SGX-ST's policies.

An application was also made by the Existing Issuer on 23 December 2021 to the SGX-ST for the listing of and quotation for all the OG Shares (including the existing one (1) OG Share and the new OG Shares to be allotted and issued pursuant to the Scheme) on the SGX-ST.

2. BRIEF DESCRIPTION OF THE EXISTING ISSUER, OG AND OFIGL PRIOR TO THE PROPOSED TRANSACTIONS

2.1. Information on the Existing Issuer

The Existing Issuer is a public company limited by shares, whose shares are listed on the Mainboard of the SGX-ST, and the holding company of the Olam Group, a leading food and agri-business supplying food, ingredients, feed and fibre to over 17,300 customers worldwide. As at the Latest Practicable Date, the issued and paid-up share capital of the Existing Issuer is S\$4,339,447,364.00, comprising 3,752,383,181 Shares (including 61,861,826 treasury shares). As at the Latest Practicable Date, OG does not hold, directly or indirectly, any shares of the Existing Issuer. The Existing Issuer currently ranks among the top 30 largest primary listed companies (in terms of market capitalisation) on the Mainboard of the SGX-ST.

2.2. Information on OG

OG was incorporated on 26 August 2021 as a private limited company in Singapore and converted into a public company limited by shares on 8 December 2021. As at the Latest Practicable Date, the issued and paid-up share capital of OG is S\$1.3556, comprising one (1) ordinary share held by Sunny George Verghese, Co-Founder, Group CEO and an executive director of the Existing Issuer, as the Subscriber Shareholder on trust for and on behalf of the Existing Issuer.

As at the Latest Practicable Date, OG has one (1) director, being Sunny George Verghese. It is currently contemplated that as of the Scheme Effective Date, the board of directors of OG will be the same as the Board prior to the completion of the Scheme. In addition, it is contemplated that Sunny George Verghese (who will be the Group CEO and Executive Director of OG) and Nagi Adel Hamiyeh (who will be a Non-Executive, Non-Independent Director of OG) will be appointed as non-executive directors to the OFIGL board.

The OG Constitution, which was adopted pursuant to a shareholders' resolution approved by the Subscriber Shareholder on 8 December 2021, complies with the relevant requirements of the Listing Manual. The OG Constitution is substantially the same as the Existing Issuer's Constitution, save for necessary amendments made to refer to OG instead of the Existing Issuer.

2.3. Information on OFIGL

OFIGL was incorporated on 1 September 2021 as a private limited company in the UK as a wholly-owned subsidiary of OG. As at the Latest Practicable Date, the issued and paid-up share capital of OFIGL is GBP1.00, comprising one (1) ordinary share held by OG. As noted above, it is intended that OFIGL will be converted into a public company prior to the OFI IPO and in any event within six (6) months of the Latest Practicable Date.

3. BACKGROUND ON THE REMAINING OG GROUP AND PROPOSED OFIGL GROUP

3.1. Introduction

As mentioned in paragraph 1.2, following the Proposed Transactions, it is contemplated that:

- (a) OG and the Remaining OG Group: the OGA Business and OIL Business will be under the management and control of the Remaining OG Group, whose holding company, OG, will be listed on the Mainboard of the SGX-ST in place of the Existing Issuer which will be delisted. The Shareholders will become OG Shareholders; and

- (b) OFIGL and the Proposed OFIGL Group: OFIGL, the holding company of the Proposed OFIGL Group, will be listed on the LSE's Main Market for listed securities and secondary listed on SGX-ST. OG will distribute all the Remaining OFIGL Shares to OG Shareholders via the Proposed Distribution, and OG Shareholders will thereby also become shareholders of OFIGL.

As the Remaining OG Group and the Proposed OFIGL Group will be separated as a result of the Proposed Transactions, this paragraph 3 provides, in respect of each of the Remaining OG Group and the Proposed OFIGL Group separately, a summary of their respective business and activities, corporate structure, competitive strengths, strategies and future plans, directors and key management and key challenges. Please see paragraphs 3.2 to 3.7 for the information relating to the Remaining OG Group, and paragraphs 3.8 to 3.13 for the information relating to the Proposed OFIGL Group.

A summary of the main arrangements between the Remaining OG Group and the Proposed OFIGL Group is also set out in paragraph 3.14.

OG and the Remaining OG Group

3.2. Business and activities of the Remaining OG Group

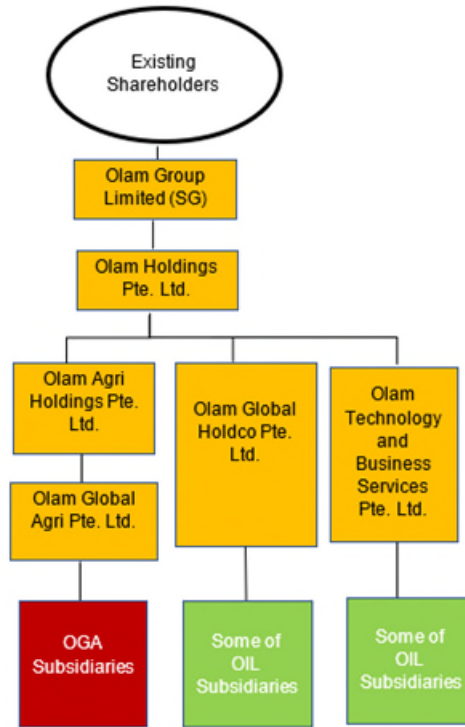
The OGA Business operated by the Remaining OG Group, held under OAH, is a market-leading and differentiated food, feed and fibre global agri-business focussed on high-growth emerging markets, which is constituted by the Olam Group's Integrated Feed & Proteins, Edible Oils, Rice, Speciality Grains & Seeds, Cotton, Wood Products, Rubber and Commodity Financial Services divisions.

The OIL Business operated by the Remaining OG Group, held under OGH and OTBS, comprises:

- (a) the business to manage the divestment of the non-core assets and businesses identified in the Olam Group's Strategic Plan 2019-2024 which was announced by the Existing Issuer on 25 January 2019, and redeploying the funds realised from such divestment;
- (b) the business to nurture and monetise gestating businesses, which comprises Olam Group's packaged foods, infrastructure and logistics businesses and Olam Palm Gabon;
- (c) the incubation of new platforms for growth (what the Existing Issuer terms as "Engine 2") housed within its wholly owned subsidiary Olam Ventures; and
- (d) the business of offering shared services through its wholly-owned key subsidiary OTBS to maximise economies of scale and optimise synergies across the OIL Subsidiaries and OGA Subsidiaries. Shared services including information technology and business services are also offered to OFIGL Group.

3.3. Corporate structure of the Remaining OG Group

Following the Proposed Transactions, OG will be the ultimate holding company for the Remaining OG Group which comprises the OGA Business and OIL Business. The diagram below shows the intended corporate structure of the Remaining OG Group.



The details of the key subsidiaries of OG upon the completion of the Scheme (including the OGA Subsidiaries and OIL Subsidiaries), their principal activities and countries of incorporation are summarised in the table below.

Name of subsidiary	Principal activities	Country of incorporation
OGA	Market-leading and differentiated food, feed and fibre global agri-business focussed on high-growth emerging markets, which is constituted by the Olam Group's Wheat Milling & Pasta, Integrated Feed & Proteins, Edible Oils, Rice, Speciality Grains & Seeds, Cotton, Wood Products, Rubber and Commodity Financial Services divisions	Singapore
OGH	Managing the divestment of the non-core assets and businesses identified in the Olam Group's Strategic Plan 2019-2024; and nurturing and monetising gestating businesses, which comprises the Olam Group's packaged foods, infrastructure and logistics business and Olam Palm Gabon	Singapore
OTBS	Offering shared services across the OIL Subsidiaries and OGA	Singapore

	Subsidiaries, and information technology and business services to the Proposed OFIGL Group	
Olam Ventures	Incubating new platforms for growth	Singapore

3.4. **Competitive strengths of the Remaining OG Group**

As the OGA Business and the OIL Business are distinct from each other, their competitive strengths are discussed separately below.

OGA Business

The OGA Business has built a unique edge across food, feed and fibre through its operational capabilities, competitive positioning and track record of superior growth and returns.

In Food & Feed, the OGA Business has implemented an asset light strategy for its origination and merchandising activities by leveraging third-party capacity at origin, which delivers a strong cost advantage from low fixed assets and overheads and offers it flexibility to respond to shifting trade flows.

The OGA Business is also uniquely positioned as an independent trader in the supply chain providing liquidity and risk offtake to asset owners. This allows the OGA Business to trade with both local players and global majors in both origin and destination markets. This is also supported by a world-class trading team and best-in-class risk management, systems and processes.

The processing and value-added capabilities of the OGA Business offer a core B2B product portfolio, complemented by higher-value consumer products, such as pasta, semolina and fortified branded rice distribution. The OGA Business has world-class processing operations that have unparalleled operational efficiency in destination markets. Its wheat milling operations in Nigeria have capacity utilisation rates almost double the industry average, while its extraction efficiencies are higher than the sector average.

In fibre, the OGA Business is one of largest cotton traders globally, and its ginning and trading capabilities have enabled it to develop strong relationships with both growers and customers, including leading textile mills in South and South East Asia. The unique integrated ginning model of the OGA Business allows it to engage with smallholder cotton farmers in Africa to help improve productivity and yields, which results in improved returns for farmers and its business.

Across its segments, the OGA Business is further benefiting from the synergies and best-in-class expertise in trading, processing, logistics, risk management and sustainability to deliver strong operational performance and growth.

The OGA Business also has market-leading sustainability credentials which allow end-to-end traceability in food, feed and fibre. This is increasingly important to all of its customers and, for many, is a critical consideration in their choice to do business with OGA.

OIL Business

The OIL Business contributes to the Remaining OG Group by divesting deprioritised assets as earmarked in the Olam Group's Strategic Plan 2019-2024 thus releasing cash. The OIL Business also nurtures the gestating businesses with the aim of partially or fully monetising these investments over time.

The OIL Business incubates new platforms for growth (what the Existing Issuer terms as "Engine 2"). Currently, the OIL Business is working on six Engine 2 initiatives, including a digital farmer services platform (Jiva), a B2C (Adva) and a B2B (GreenPass) sustainability lifestyle environmental footprinting and solutions app; a carbon trading and sustainable landscapes investment platform; a B2C purpose brands business 'Re~'; and an externalised digital sustainability project built from the Existing Issuer's

successful proprietary AtSource platform. The aim is to develop these initiatives to deliver strategic and financial value to the Remaining OG Group over the long-term.

3.5. **Strategies and Future Plans of the Remaining OG Group**

As the OGA Business and the OIL Business are distinct from each other, their strategies and future plans are discussed separately below.

OGA Business

The Remaining OG Group will continue to explore various strategies to maximise value for the OGA Business, and find opportunities to further invest to profitably grow its business in areas where the OGA Business has a proven track record. In this connection, one of the strategies being explored for the OGA Business is the introduction of strategic minority partner(s) to take the business forward. Please refer to the last sub-paragraph of paragraph 4.

The Remaining OG Group intends to build on the track record of the OGA Business and its reputation for delivering high returns and high growth by continuing to selectively invest in targeted growth initiatives in its priority platforms and markets.

The global agricultural landscape is being shaped by growing food security issues, dietary shifts towards higher protein consumption, technology adoption to realise gains in yields, and a greater focus on sustainability. The OGA Business is uniquely positioned to meet these and to respond to the opportunities that are created, particularly given its strong focus across Africa and Asia.

The Remaining OG Group is setting a clear ambition and strategy for growth to realise the full potential of the OGA Business over the coming years across food, feed and fibre.

The Remaining OG Group sees opportunities to further develop the food and feed origination and merchandising capabilities of the OGA Business. This includes growing its global grains and oilseeds trading footprint and the asset-light freight trading business, while maintaining its independent positioning to allow the OGA Business the agility to be a partner of choice for both local and global players in both origin and destination markets.

For food and feed processing and value-added activities, the intention is to expand into higher-value B2C products and distribution, such as pasta, semolina, and branded fortified rice to drive long term sustainable growth and value creation.

The Remaining OG Group will look to expand the pan-African wheat milling interests of the OGA Business and leverage its expertise to selectively explore opportunities in other emerging markets. The OGA Business has established a solid platform to continue to grow its animal feed operations to meet the shifting dietary choices and increasing demand for protein across Africa and Asia.

The OGA Business also has a proven and unique integrated cotton ginning model, which it has expanded over recent years into Chad and Togo, and it sees opportunities in other markets. The model will allow the OGA Business to build relations with farmers to boost productivity and yields at farm level, and enable the OGA Business to bolster its partnerships with close relationships with textile manufacturers.

With the growing focus on sustainability, the OGA Business is strongly positioned to promote sustainable agricultural production and meet the need for more traceable and sustainable agricultural commodities. Through the AtSource sustainability platform and through active leadership in sector-wide initiatives, such as the Sustainable Rice Platform, the OGA Business is driving greater transparency and driving more sustainable practices that are reducing post-harvest loss, improving farmer livelihoods and reducing the impact on climate and biodiversity.

OIL Business

The Remaining OG Group expects to complete the divestments of the OIL Business' de-prioritised assets and exiting businesses within the timeline of the Olam Group's Strategic Plan 2019-2024. Once this happens, the OIL Business will continue to manage the gestating businesses, to nurture them and explore

options to unlock the value in these businesses by partially/fully monetising these investments over time. These two roles have a finite timeline for execution and completion.

The third role of the OIL Business is incubating new platforms to drive future growth for the Remaining OG Group, adopting a similar approach to a venture business by investing into ideas that are truly disruptive, yet consistent with the purpose of re-imagining global agriculture and food systems, with sustainability and digital technology at their core. These will be new growth engines and platforms that will leverage core strengths and unique assets and enhance core business with their scalable, high margin, high return, and low earnings volatility business models.

The six "Engine 2" initiatives are showing good progress even as they are in the early stages of incubation and development. The Remaining OG Group believes some of these initiatives will provide strong opportunities to deliver strategic and financial value over the long-term.

The final role of the OIL Business will be to offer shared services through its wholly-owned key subsidiary OTBS to maximise economies of scale and optimise synergies across the OIL Subsidiaries and the OGA Subsidiaries. Shared services including information technology and business services are also offered to the Proposed OFIGL Group.

3.6. Directors and key management

The intended OG Directors as at the Scheme Effective Date, and the key management personnel of the Remaining OG Group, along with their roles, are set out in the table below.

The intended OG Directors are the same as the Directors as at the Latest Practicable Date. As for the key management personnel of the Remaining OG Group, the key difference between the key management personnel of the Remaining OG Group and the current key executives of the Group is that the former excludes senior management of the Proposed OFIGL Group. Following a review of the senior management organisational structure, certain changes were made to the list of senior management in the OGA/OIL Executive Committee, including the addition of a number of key senior management roles, resulting in the following list of key management personnel of the Remaining OG Group.

OG board of directors	:	Lim Ah Doo	Chairman, Non-Executive, Independent Director
		Sunny George Verghese	Group CEO, Executive Director
		Sanjiv Misra	Non-Executive, Independent Director
		Nihal Vijaya Devadas Kaviratne, CBE	Non-Executive, Independent Director
		Yap Chee Keong	Non-Executive, Independent Director
		Marie Elaine Teo	Non-Executive, Independent Director
		Kazuo Ito	Non-Executive, Non-Independent Director
		Dr. Ajal Puri	Non-Executive, Independent Director
		Dr. Joerg Wolle	Non-Executive, Independent Director
		Nagi Adel Hamiyeh	Non-Executive, Non-Independent Director
		Norio Saigusa	Non-Executive, Non-Independent Director
OG Executive Officers	:	Sunny George Verghese	Group CEO
		Keshav Chandra Suresh	CEO, Food & Feed
		Ashok Chandramohan Hegde	CEO, Fibre, Industrial Raw Materials and AG services

		Neelamani Muthukumar	CEO, Operations (Functions & Countries/Regions)
		Gurpeet Singh Dhaliwal	Grains and Oilseeds Trading Special Business Unit (Cash) Head
		Saurabh Mehra	Wheat Milling and Pasta Special Business Unit Head
		Devashish Chaubey	Rice, Specialty Grains & Seeds Business Unit Head
		Syed Azeez	Fibre, USA/Brazil Special Business Unit Head
		Jayant Shriniwas Parande	Chief Treasurer and Trade Structured Finance Business Unit Head
		Suresh Sundararajan	Managing Director and Global Head, IT, OGBS, Digital and FSP
		Joydeep Bose	Managing Director and Global Head, Human Resources
		Gagan Gupta	Managing Director and CEO, Infrastructure and Logistics, Regional Head, Central Asia

3.7. Key challenges relating to the Remaining OG Group

The OGA Business, like other agricultural commodities businesses, is affected by supply and demand conditions beyond its control, such as weather conditions affecting crops and harvests, government policies, plant disease, volatility in shipping and logistics costs, material disruptions to the supply chain, cyclical and price fluctuations which cannot be fully hedged against. Competition from a range of competitors as well as existing customers increasingly doing their own sourcing and new competitors entering the market as deregulation occurs in some markets, are ever-present challenges.

The OIL Business has a large part of its operations located on the African continent, particularly in countries such as Nigeria and Gabon in West Africa. The OIL Business incurs costs and revenues denominated in the local currencies of such markets, which are subject to volatility with OIL's reporting currency.

The packaged food business of the OIL Business, or PFB in short, primarily in Nigeria and Ghana, is largely a branded consumer business and operates in competitive markets with other local and international branded food and beverage manufacturers. As such, the PFB is subject to competitive price wars, and market share gains and losses. The branded component of the PFB means that it is subject to consumers' shifting preferences in terms of brand favour, and requires to be supported by effective advertising, marketing and other promotional investments. While PFB's revenues are denominated in local currencies, a significant portion of its overheads are incurred in the OIL Business' functional currency in US\$. The currency mismatch may affect its earnings to the extent of the relative movements of these currencies.

Olam Palm Gabon is a primary production business, responsible for the production of oil palm. It is also involved in the milling and refining of palm into palm oil and other palm related products. It is subject to vagaries in the weather (e.g. drought) which can impact the yield and consequently volume of output sold in any given year, as well as the availability of labour for harvesting and other agronomic and post production activities, such as during the COVID-19 pandemic, which severely impacted the supply of labour and may further restrict such activities in future. It also incurs labour costs in local currency but produces a globally-traded agricultural output of which revenue is denominated in US\$. This currency mismatch may generate volatility in the earnings of the business.

Palm oil is global commodity, the price of which is subject to volatility and exogenous shocks, outside the control of the OGA Business. Finally, the palm oil sector has attracted, on occasion, negative press coverage due to alleged deforestation and unsustainable practices. Whilst the OIL Business is careful to

operate its palm business in the most sustainable fashion, it may nevertheless be at risk of coming under negative media coverage.

The infrastructure and logistics business of the OIL Business is undertaken by the ARISE Group, a pan-African infrastructure and logistics solutions company developing ecosystems designed to develop and support African economies. It identifies opportunities in commercial and industrial value chains across Africa, and conceives, finances, builds and operates the necessary infrastructure to allow businesses to develop. It does this alongside local partners, strategic partners and host governments to ensure that its operations have the greatest impact on the ground. ARISE today comprises three separate companies, namely ARISE Integrated Industrial Platforms, ARISE Ports & Logistics and ARISE Infrastructure Services. Operating in Gabon, Cote d'Ivoire and Mauritania, the ARISE Group engages in joint ventures with strategic partners such as the Africa Finance Corporation and A.P. Moller Capital, and the relevant government related partners, such as the Gabonese Republic. In addition to the political, economic, legal and operational risks of conducting such businesses in Africa, there is a risk of misalignment of shareholder interests and disputes which could impact the operations of the business. To the extent of government changes, a new government may have different objectives for the relevant joint ventures which could create an additional source of risk.

Finally, the smaller size in terms of assets and revenue of the Remaining OG Group as compared with the Olam Group prior to the Proposed Demerger may result in a weaker bargaining position when negotiating with banks and financial institutions to secure financing for the business operations of the OIL Business and the OGA Business.

OFI and the Proposed OFIGL Group

3.8. Business and activities of the Proposed OFIGL Group

The OFI Business operated by the Proposed OFIGL Group is a global leader at the forefront of food and beverage consumer trends, delivering sustainable, natural and plant-based ingredients and solutions through the Olam Group's Global Sourcing and Ingredients and Solutions reporting segments. The OFI Business has a diversified offering across its Cocoa, Coffee, Nuts, Spices and Dairy divisions.

3.9. Corporate structure of the Proposed OFIGL Group

Following the Proposed Transactions, OFIGL will be the ultimate holding company for the OFI Business. The diagram below shows the intended corporate structure of the Proposed OFIGL Group.



The details of the key subsidiaries of the Proposed OFIGL Group, their principal activities and countries of incorporation are summarised in the table below.

Name of subsidiary	Principal activities	Country of incorporation
Olam Orchards Australia Pty Ltd	(1) and (3)	Australia

Olam Agricola Ltda	(1)	Brazil
Olam Cam SA	(1)	Cameroon
Olam Ivoire SA	(1)	Ivory Coast
Outspan Ivoire SA	(1)	Ivory Coast
Olam Cocoa Processing Cote d'Ivoire	(1)	Ivory Coast
Outspan Ghana Limited	(1)	Ghana
Olam Cocoa Processing Ghana Limited	(1)	Ghana
Olam Agro India Private Limited	(1)	India
PT Olam Indonesia	(1)	Indonesia
PT Bumitangerang Mesindotama	(1)	Indonesia
Olam Brands B.V.	(1)	Netherlands
Olam Holdings B.V.	(2)	Netherlands
Olam Cocoa B.V.	(1)	Netherlands
Outspan Nigeria Ltd	(1)	Nigeria
Olam Polska Sp. z.o.o	(1)	Poland
LLC Russian Dairy Company	(3)	Russia
Olam International Limited	(1)	Singapore
Olam Cocoa Pte Ltd	(1)	Singapore
Olam Treasury Pte Ltd	(4)	Singapore
Seda Outspan Iberia S.L (Sociedad Unipersonal)	(1)	Spain
Proğıda Tarım Ürünleri Sanayi ve Ticaret A.Ş	(1)	Turkey
Olam Americas, Inc.	(1)	United States
Universal Blanchers, LLC	(1)	United States
Olam Farming, Inc.	(1)	United States
Olam Holdings, Inc.	(2) and (3)	United States
Olam West Coast, Inc.	(1)	United States
Olam Peanut Shelling Company, Inc.	(1)	United States
Hughson Nut, Inc.	(1)	United States
Olam Chilli Peppers LLC	(1)	United States
Olam OT Holdings LLC	(1)	United States
Olam Vietnam Limited	(1)	Vietnam
Café Outspan Vietnam Limited	(1)	Vietnam

Notes:

- (1) Sourcing, processing, packaging and merchandising of agricultural products and inputs
- (2) Investment holding
- (3) Agricultural operations
- (4) Treasury operations

3.10. Competitive strengths of the Proposed OFIGL Group

The Proposed OFIGL Group's portfolio encompasses product platforms, which serve as integrated growth platforms with common customers, end-use categories, channels and capabilities. Each of these categories spans the entire value chain, from global sourcing to manufacturing of ingredients and value-added solutions. The Group has leadership positions across its product platforms, including Cocoa, Coffee, Nuts, Spices and Dairy. The Proposed OFIGL Group's product portfolio is aligned with the key global trends in the industry, including traceability and sustainability, health and wellness, taste and flavours and consumption behaviour.

The Proposed OFIGL Group also offers a differentiated customer proposition with the capability to provide end-to-end traceability across the substantial majority of its operations. It is vertically integrated and therefore has custody and control of such products at each step of the value chain. This enables it to offer genuine traceability to customers for most of the Proposed OFIGL Group's directly sourced products, providing customers with a fully transparent view of the provenance of their product, starting at the farm and continuing along all aspects of the value chain.

Through AtSource, a B2B sustainability insights platform launched by the Existing Issuer in 2018, the Proposed OFIGL Group reports on a large number of metrics offered in relation to social, natural and human capital themes. These metrics span 10 core areas: Safe and Decent Work, Economic Opportunity, Education and Skills, Health and Nutrition, Diversity and Inclusion, Healthy Ecosystems, Healthy Soils, Climate Change, Water Use and Reduce Waste. Sample metrics include carbon footprint, deforestation, child labour, water usage, farmer livelihood impact, fertiliser usage and inland delivery. The platform has optionality for customers to upgrade to provide more granular data and insights. AtSource offers a digital dashboard providing instant access to data, advanced footprinting and granular traceability.

The Proposed OFIGL Group's integrated and diversified global origination and manufacturing footprint is at the core of the Proposed OFIGL Group's ability to provide innovative solutions to its customers. The Proposed OFIGL Group has embedded innovative digital solutions across its entire value chain, from farming to origination, supply chain, manufacturing and customers. The Proposed OFIGL Group is focused on the continuous expansion of its digital presence through buying, building and integrating multiple apps and digital solutions across the entire value chain. The Proposed OFIGL Group's key digital offerings include Olam Direct, Olam Farmer Information System, and SMB E-Commerce. The Proposed OFIGL Group also drives innovation in all areas of its business and has developed an "open innovation" platform, which entails collaboration with organisations outside of the Group, along with their internal innovation expertise via 14 bespoke customer solutions and ingredient excellence centres.

The Proposed OFIGL Group has a diversified and blue-chip customer base, serving over 8,000 customers globally, many of which have been the Group's customers for many years. Many of the Proposed OFIGL Group's multi-national customers are market leaders in their respective categories. The Proposed OFIGL Group also serves a large and growing mix of small- and medium-sized businesses across major consumption markets.

3.11. Strategies and Future Plans of the Proposed OFIGL Group

The Proposed OFIGL Group has a growth strategy which it intends to achieve both organically and inorganically. Its growth strategy encompasses the following organic elements: extracting full value from current investments; increasing the share of value with targeted strategic customers; a focus on cost competitiveness and the expansion of innovation and sustainability solutions. In particular, the Proposed OFIGL Group is focused on accelerated investments across higher value products, categories and channels. In terms of product extensions, it is focused on products such as nut ingredients and spice blends among others, and in terms of category solutions, its key end-use categories include Beverages, Bakery, Confectionery, Snacking and Culinary. Its channel expansion is focused on private label, food service and e-commerce.

The OFI Business has a proven track record of value accretive mergers and acquisitions. Since 2007, it has completed over 30 acquisitions with a total value of approximately US\$4 billion. The Proposed OFIGL Group has adopted a highly disciplined approach to inorganic growth by selecting targets which can accelerate its capabilities in origin or destination markets, lead to the addition of new customers and channels, offer expansion opportunities within new value-add products and solutions and/or help access new talents and capabilities. From a financial perspective, the Proposed OFIGL Group will ensure that the selected targets at least meet or exceed value creating thresholds with returns exceeding the cost of capital within an appropriate time horizon.

3.12. Proposed directors and key management of OFIGL

OFIGL has its own board of directors and a separate management team from OG, the OIL Business and the OGA Business. For the avoidance of doubt, there will not be any overlaps between the management team of the Proposed OFIGL Group and the Remaining OG Group.

In connection with the OFI IPO, the appointments of directors to the OFIGL board will ensure that the OFIGL board is, by the time of the OFI IPO, in compliance with the requirements of the UK Corporate Governance Code. OFIGL will also abide by the applicable UK Listing Rule requirements, including the requirement to report annually on compliance with the UK Corporate Governance Code, and, the market notification requirements included at LR 9.6.11R regarding changes to directors or director status, following admission to the premium listing segment of the Official List of the FCA and the start of trading on the LSE's Main Market for listed securities.

The OFIGL directors and key management personnel as at the Latest Practicable Date, along with their roles, are set out in the table below.

Board of directors	:	Niall FitzGerald	Chairman, Non-Executive, Independent Director
		Belinda Richards	Non-Executive, Senior Independent Director
		Brian May	Non-Executive, Independent Director
		Penny Hughes	Non-Executive, Independent Director
		Shekhar Anantharaman	CEO, Executive Director
		Rishi Kalra	Group Chief Financial Officer, Executive Director
Executive Officers	:	Shekhar Anantharaman	CEO
		Rishi Kalra	Managing Director and Group Chief Financial Officer, Executive Director

Notwithstanding the above, the list of directors and key management personnel of OFIGL is subject to potential change closer to the date of the OFI IPO.

It is contemplated that Sunny George Verghese (who will be the Group CEO and Executive Director of OG) and Nagi Adel Hamiyeh (who will be a Non-Executive, Non-Independent Director of OG) will also be appointed as non-executive directors to the OFIGL board.

3.13. Key challenges relating to the Proposed OFIGL Group

The revenue and financial results of the Proposed OFIGL Group are affected by the volume and prices of products farmed, bought and sold, which are in turn affected by supply and demand conditions (including yield and weather), which are generally beyond the Proposed OFIGL Group's control. In particular, the Proposed OFIGL Group's cost of sales and gross profit may be impacted by fluctuations in the price and availability of raw materials, packaging materials and energy from suppliers, in the event that the Proposed OFIGL Group is unable to pass price increases on to its customers. Also, it may not be possible to hedge against fluctuations in exchange rates, prices of raw materials or interest rates, which would affect the prices of the Proposed OFIGL Group's products. Even where hedging is available, it may not fully protect the Proposed OFIGL Group against such fluctuations.

The Proposed OFIGL Group's business is influenced by economic conditions, including stock market performance, interest rates, currency exchange rates, recession, inflation, deflation, political uncertainty, availability of consumer credit, taxation, unemployment and other matters that influence consumer confidence and impact consumer spending.

The Proposed OFIGL Group operates in a highly competitive environment across various products and geographies and, if the Proposed OFIGL Group fails to sustain its competitive advantages, the Proposed OFIGL Group's business, financial condition and results of operations may be materially and adversely affected.

Potential supply chain disruptions and/or the deterioration of the Proposed OFIGL Group's products across various stages of its supply chain may negatively impact the Proposed OFIGL Group's ability to meet its production commitments.

The Proposed OFIGL Group's business and operations may be negatively impacted by climate change and governmental action through legislation, regulation or other market measures to address climate change.

The Proposed OFIGL Group is also subject to increasingly stringent health, safety and environmental regulations, as well as regulation by various regulatory bodies and trade associations, all of which could result in increased costs and fines, as well as potential damage to its reputation.

Following the Proposed Demerger, the Proposed OFIGL Group will face new challenges as an independent company, operating under policies and procedures without the experience and oversight historically provided through its relationship with the Olam Group.

The LTSA to be entered into between OFIGL and OTBS, with OG as guarantor, (as elaborated in paragraph 3.14 below) exposes OFIGL to counterparty risk in relation to those entities.

3.14. Arrangements between Remaining OG Group and Proposed OFIGL Group

In line with the requirements of the FCA for a primary listing of OFIGL on the premium segment of the Official List of the FCA as well as the SGX-ST for a secondary listing of OFIGL on the Mainboard of the SGX-ST, the Proposed OFIGL Group will be an independent business from the Remaining OG Group at the time of the OFI IPO.

While the Proposed OFIGL Group will be an independent business from the Remaining OG Group at the time of the Proposed Demerger and IPO, there will continue to be some arm's length transactions between the Proposed OFIGL Group and the Remaining OG Group, most notably the LTSA. There will also be certain short-term transitional arrangements as between the Remaining OG Group and the Proposed OFIGL Group entered into as part of the Separation, which will be limited in duration and cost.

Additionally, certain arrangements have been put in place between entities of the Remaining OG Group and the Proposed OFIGL Group in relation to various marks which include the word "OLAM" and logos including the word "OLAM" (collectively, the "**Olam TMs**"). In summary, with effect from 1 January 2022, OGA will have full rights, title and interests to these marks and logos worldwide, subject to the following: (a) the OFI Marks, comprising various marks with the term "OLAM" namely "OFI Olam Food Ingredients" and "Olam Food Ingredients OFI", and including marks containing the words "Olam Food Ingredients" used together with the word or logo "OFI", will continue to be owned by the Existing Issuer (which will following the Demerger become part of the Proposed OFIGL Group); and (b) exclusive, beneficial and economic ownership rights of the Olam TMs in respect of the business of cocoa, coffee, edible nuts, spices, dairy and related businesses, being the OFI Business, are transferred to the Proposed OFIGL Group. The terms of these arrangements are subject to the Remaining OG Group issuing guidelines regarding use of the Olam TMs ("**Olam Guidelines**").

The Existing Issuer is the legal and beneficial owner of certain marks which include the word "AtSource" and logos containing the word "AtSource" (collectively, "**AtSource TMs**") and the AtSource technology platform which are used together to enable and facilitate the delivery of a sustainability verification program based on unified standards, processes and scheme rules (together with the AtSource TMs, "**AtSource IP**"). With effect from 1 January 2022, the Existing Issuer transferred the exclusive, beneficial and economic ownership rights in the AtSource IP globally to Remaining OG Group for use in respect of the OGA Business and the OIL Business pursuant to the "**AtSource Transfer Agreement**". The terms of the AtSource Transfer Agreement are subject to the Existing Issuer issuing guidelines regarding use of the AtSource IP ("**AtSource Guidelines**") and the parties agreeing to a long term services agreement which details the maintenance and development obligations of the Existing Issuer with respect to the AtSource IP (the "**AtSource LTSA**", and together with the AtSource Transfer Agreement and the AtSource Guidelines, the "**AtSource IP Agreements**"), the costs and charges to be borne by the Remaining OG Group for the same, and rights and restrictions in relation to the commercialisation and customisation of the AtSource IP, and termination rights under the AtSource IP Agreements.

LTSA

This section is a general summary of the LTSA and should not be regarded as a complete description of the LTSA.

The LTSA is expected to be entered into between OFIGL and OTBS, with OG as guarantor, and to commence and come into effect in early 2022. Under the terms of the LTSA, OTBS and its affiliates will provide OFIGL with, amongst other things, IT security services, licensed and hosted applications services, network and IT infrastructure services and certain back-office services (such as finance and taxation,

supply chain, risk, legal and compliance). The LTSA is intended to leverage cost synergies from a shared network of services accessible by OFIGL and provided by OTBS.

OTBS will provide the services on a non-exclusive basis; however, a "right to bid" framework has been agreed with respect to OFIGL procuring new adjacent service areas. The framework will provide OTBS with a lead time within which it can prepare and submit a proposal to OFIGL before it goes to market. OFIGL will not, however, be contractually obliged to accept this proposal.

The LTSA contains all of the relevant technology services needed to operate OFIGL's business, such as SAP. Further, the LTSA provides a framework for OFIGL and OTBS to agree specific software development projects or other services as necessary for the needs of its business.

Demerger Agreement

This section is a general summary of the Demerger Agreement and should not be regarded as a complete description of the Demerger Agreement.

The Demerger Agreement is expected to be entered into between OFIGL, OAH, the Existing Issuer and OG prior to the Scheme Effective Date to effect the Proposed Demerger and to govern the obligations of OFIGL and OG in respect of their respective groups post the Proposed Demerger. Please see paragraph 8.4 for more information.

4. RATIONALE FOR THE REORGANISATION EXERCISE

The rationale for and the benefits to the Existing Issuer and Shareholders of the Reorganisation Exercise are as follows:

- (a) the Separation will simplify and streamline the portfolio of businesses / companies held within the Olam Group, and enable the organisational focus and attention on each operating group to be sharpened and synergies within each operating group to be better enabled;
- (b) the Reorganisation Exercise will enable each operating group to capitalise on the trends specific to that group and pursue its own vision, take advantage of new market opportunities, optimise resources, attract new talent, and invest in requisite assets and capabilities;
- (c) the Reorganisation Exercise will result in a group structure which allows the Olam Group to explore the sequential sale, spin-off or initial public offering of the OFI Business, OGA Business and potentially other operating groups, so as to unlock long-term shareholder value. Each operating group with its own theme and focus would appeal to different investor groups and allow the core businesses of the Olam Group to be assessed and valued more distinctly;
- (d) the OFI IPO will strengthen the balance sheet, enhance the credit profile, optimise capital structure and provide financial flexibility for the OFI Business to capture future growth opportunities;
- (e) the OFI IPO will provide a transparent valuation benchmark for the OFI Business which will be substantially streamlined and consolidated under OFIGL. Shareholders will be able to participate in the growth of OFIGL directly as a result of the Proposed Demerger. Having OFIGL separately listed will allow investors more opportunity for diversification of their investments;
- (f) the OFI IPO will allow OFIGL to have direct access to a wider pool of investors. It may also attract new investors who are seeking investment opportunities in a more focused business model in either or both of the OFI Business, and/or the businesses of the Remaining OG Group (which includes the OGA Business, the other key operating group created under the Reorganisation Exercise, and the OIL Business). This is expected to result in a wider, deeper and more diverse investor base than the Olam Group has presently;

- (g) the OFI IPO will allow OFIGL to have direct access to debt and equity capital markets with additional funding options as a separately listed entity to fund its existing operations and future business expansion plans; and
- (h) the Reorganisation Exercise is expected to improve the overall financial position of the Olam Group and/or the Remaining OG Group, and increase financial flexibility to pursue future growth opportunities in the OGA Business and the other business segments under the Remaining OG Group.

In line with paragraph 4(c), one of the strategic options the Existing Issuer is presently evaluating in connection with the OGA Business is the potential introduction of strategic minority partners into the OGA Business by way of sale of a significant minority stake in the OGA Business. To this end, the Existing Issuer is conducting a confidential limited bidding process. **There is no certainty that any such sale will take place.** In the event that a binding sale and purchase agreement is entered into, the Existing Issuer or OG (as the case may be) will make the requisite announcement, and will also seek the approval of Shareholders if required, in compliance with its obligations under the Listing Manual.

5. THE SCHEME

5.1. The Proposed Restructuring and the Scheme

As announced in the Announcement, on 14 December 2021, the Existing Issuer entered into the Implementation Agreement with OG to implement the Proposed Restructuring, by way of the Scheme.

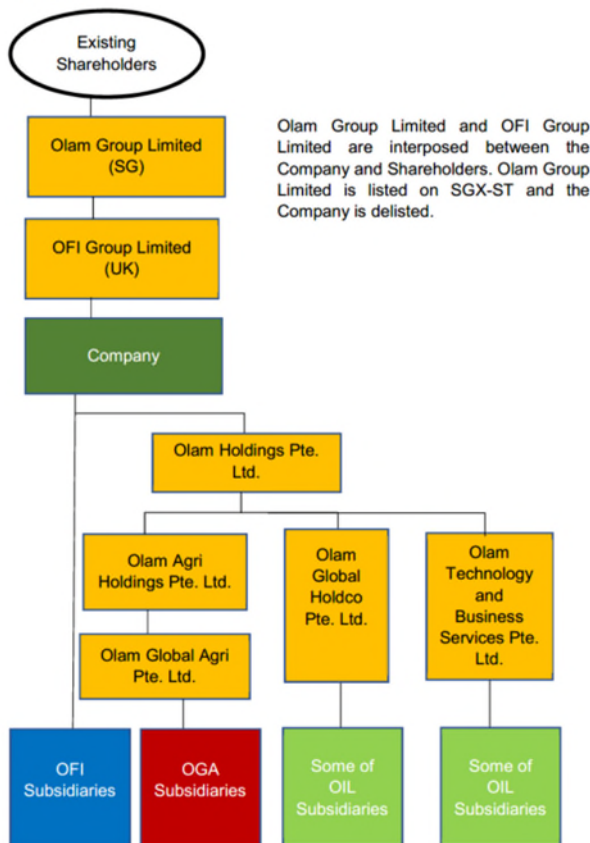
Pursuant to the terms of the Implementation Agreement, OG will acquire all of the Shares in the Existing Issuer held by the Shareholders as at the Scheme Record Date. All the treasury shares as at (or shortly prior to) the Scheme Record Date will be cancelled. OG will designate OFIGL as the transferee of the Shares, in consideration of which OFIGL will issue new ordinary shares to OG. In consideration of the transfer of the Shares held by the Shareholders to OFIGL, OG will allot and issue to the Shareholders such number of new OG Shares, credited as fully paid, on the basis of one (1) new OG Share for every one (1) Share held by each Shareholder as at the Scheme Record Date.

The Scheme is subject to, *inter alia*, the approval of a majority in number of the Shareholders holding not less than three-fourths in value of the Shares present and voting (either in person or by proxy) at the Scheme Meeting, and the Scheme has to be sanctioned by the Court. Once effected, the Scheme and the Proposed Restructuring will be binding on the Existing Issuer and all Shareholders.

Upon the Scheme becoming effective, the entire issued and paid-up share capital of the Existing Issuer will be held directly by OFIGL and indirectly by OG, the Existing Issuer will relinquish its listed status, and the OG Shares will be listed on the Mainboard of the SGX-ST.

The diagram below shows the intended structure of the Olam Group after the implementation of the Scheme.

Intended Group structure after completion of the Scheme



5.2. Effects of the Scheme and Proposed Restructuring

The Proposed Restructuring is purely an internal restructuring exercise undertaken by the Existing Issuer and OG to facilitate a migration of the interests of the Shareholders from an interest in the shareholding and capital of the Existing Issuer to an interest in the shareholding and capital of OG.

As the principal asset of OG immediately after the completion of the Proposed Restructuring will be the Shares, which are held through its wholly-owned subsidiary, OFIGL, the Proposed Restructuring will not cause or result in any material change in the financial position of the OG Group compared to that of the Olam Group immediately prior to the Proposed Restructuring. In particular, the Proposed Restructuring will not involve the write-off of any debt of the Existing Issuer, and the aggregate assets and liabilities of the OG Group immediately after the completion of the Proposed Restructuring will be substantially the same as that of the Olam Group immediately prior to the completion of the Proposed Restructuring. There will be no substantive change to the corporate structure or business of the OG Group immediately after the completion of the Proposed Restructuring as compared to that of the Olam Group, as it is intended that the Existing Issuer's listing will be transferred to OG, and that immediately after the completion of the Proposed Restructuring, the OG Group will continue to own and operate the businesses carried on by the Olam Group immediately prior to the completion of the Proposed Restructuring.

The Scheme and the Proposed Restructuring will not cause or result in any change in the shareholding composition or shareholding interests of the Shareholders, as the number of shareholders and shareholding composition of OG immediately after the completion of the Proposed Restructuring will be the same as that of the Existing Issuer prior to the completion of the Proposed Restructuring. Accordingly, various approvals are being sought at the EGM for matters which pertain to OG (including, without limitation, the Proposed Dilution and the Proposed Disposal), and upon such approvals being obtained from the Shareholders at the EGM, no further approvals from them as OG Shareholders after the completion of the Proposed Restructuring will be sought.

5.3. The Shares

Pursuant to the Scheme, the Shares are to be transferred by the Shareholders to OFIGL (i) fully paid; (ii) free from any Encumbrance; and (iii) together with all rights, benefits and entitlements attaching thereto as of the Scheme Record Date.

5.4. **New OG Shares**

The new OG Shares will be duly authorised, validly issued, credited as fully paid, free from any Encumbrances, and shall rank *pari passu* in all respects with one another as well as with the one (1) existing issued OG Share held by the Subscriber Shareholder.

The new OG Shares which constitute the Scheme Consideration will be allotted and issued to the Shareholders within 10 Scheme Business Days immediately after the Scheme Effective Date.

5.5. **Subscriber Shareholder Undertaking**

As the Subscriber Shareholder is both the holder of the one (1) existing issued OG Share and a Shareholder, he has, in the Subscriber Shareholder Undertaking, given an undertaking to the Existing Issuer and OG to, amongst others, waive his right to receive one (1) new OG Share out of the total number of new OG Shares to be issued to the Subscriber Shareholder pursuant to the Scheme. The Existing Issuer will, immediately before the Scheme is effective, transfer its beneficial ownership in the one (1) existing issued OG Share held on trust for the Existing Issuer to the Subscriber Shareholder.

5.6. **Delisting of the Existing Issuer and Listing of OG in its place**

Upon the Scheme becoming effective, the entire issued and paid-up share capital of the Existing Issuer will be held directly by OFIGL and indirectly by OG. Consequently, the Existing Issuer will relinquish its status as a listed company on the Mainboard of the SGX-ST.

It is intended that at or around the same time, the OG Shares will be listed on the Mainboard of the SGX-ST.

Further announcements in relation to the delisting of the Existing Issuer from the SGX-ST will be made in due course as and when appropriate.

5.7. **No Cash Outlay**

No cash outlay (including any stamp duties or brokerage expenses) will be required from the Shareholders under the Scheme.

5.8. **Scheme Conditions Precedent**

The Scheme will only become effective if all the Scheme Conditions Precedent have been satisfied or waived (as the case may be) in accordance with the Implementation Agreement, and a copy of the Scheme Court Order has been lodged with the Registrar of Companies.

5.9. **Regulatory Approvals**

SIC

Following an application made by the Existing Issuer to the SIC, the SIC had by way of an email dated 10 December 2021 confirmed that the provisions of the Code shall not apply to the acquisition of the Shares from the Shareholders by OG under the Scheme.

MAS

Following an application made by the Existing Issuer to the MAS, the MAS had on 14 December 2021, pursuant to Section 273(5) of the SFA, declared that, based solely on the representations made to the MAS, Part XIII, Division 1, Subdivisions 2 and 3 of the SFA (other than Section 257 of the SFA) shall not apply to the offer of new OG Shares made to the Shareholders pursuant to the Scheme, for a period

of six (6) months from 14 December 2021, as the MAS is of the opinion that circumstances exist whereby it would not be prejudicial to the public interest if a prospectus were dispensed with for the said offer. The declaration is based on the Scheme being one:

- (a) that is conducted under a compromise or arrangement for the Existing Issuer which is approved by the General Division of the High Court under Section 210(4) of the Companies Act, and for which, *inter alia*, for the purposes of convening the Scheme meeting, the Existing Issuer had prepared and sent or disseminated (as the case may be) to each of the Shareholders, the scheme document together with the notice of meeting, and at any time before the scheme meeting, any other document or information, that is required by the Listing Manual or SGX-ST (or both) to be sent or disseminated to the Shareholders, and the scheme document and such document or information had provided sufficient information to the Shareholder to enable the Shareholder to make an informed decision on whether or not to agree to the compromise or arrangement, including the terms of the compromise or arrangement, details of the Reorganisation Exercise, and all information that is required to be provided to the Shareholder under the Listing Manual or SGX-ST (or both); and
- (b) under which all Shares will be transferred to OFIGL by the Shareholders, each Shareholder will be issued an OG Share in consideration for each Shares that is transferred to OFIGL, and the OG Shareholders and the composition of their shareholding in OG immediately after completion of the Scheme will be the same as that of the Existing Issuer immediately prior to the Scheme.

SGX-ST

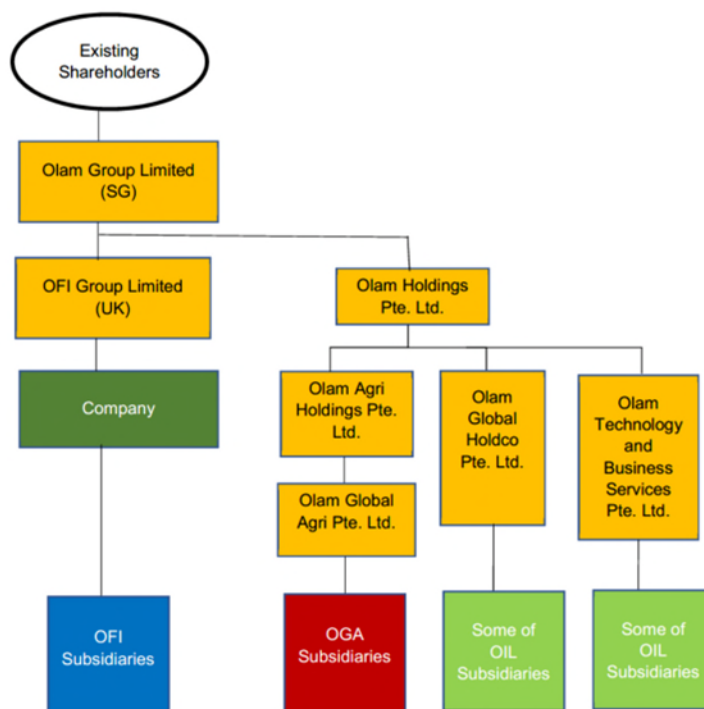
Information on the regulatory applications to and rulings and clearances from the SGX-ST is found in paragraph 1.5.

5.10. Olam Holdings Transfer after the Scheme

On the completion of the Proposed Restructuring, the Olam Holdings Transfer, where shares of Olam Holdings will be transferred by the Existing Issuer to OG to be held directly by the latter, will take place.

The diagram below shows the intended structure of the Olam Group following the completion of the Olam Holdings Transfer.

Group structure after transfer of Olam Holdings



6. PRO FORMA FINANCIAL EFFECTS OF THE SCHEME AND PROPOSED DIVIDEND IN SPECIE

6.1. The following *pro forma* financial effects of the Scheme and the Proposed Dividend in Specie have been prepared for illustrative purposes only and do not reflect the actual financial position of the OG Group after the completion of the Scheme and the Proposed Dividend in Specie. The *pro forma* financial effects are shown based on the FY2020 Financial Statements for Olam Group, and have been prepared on the following assumptions and bases:

- (a) as the Olam Holdings Transfer and the Proposed Dividend in Specie are related steps in the Reorganisation Exercise, the *pro forma* financial effects of the Proposed Dividend in Specie take into account the completion of the Olam Holdings Transfer (as well as, for the avoidance of doubt, the Scheme);
- (b) the share capital of OG on the completion of the Scheme is the same as the paid-up share capital of the Existing Issuer as at 31 December 2020;
- (c) all the treasury shares of the Existing Issuer will be utilised for the purposes of the June Outstanding Options and/or settlement of the Awards, no treasury share will be cancelled and no new Shares will be issued for purposes of the June Outstanding Options and/or Awards;
- (d) the expenses in relation to the Scheme and the Proposed Dividend in Specie are not expected to have a material impact on the *pro forma* financial effects and have been excluded;
- (e) the *pro forma* financial effects exclude the costs associated with the Separation;
- (f) the Scheme and the Proposed Dividend in Specie were both completed on 31 December 2020, for the purposes of computing the effect on the *pro forma* NTA per share of the Olam Group and the OG Group;

- (g) the Scheme and the Proposed Dividend in Specie were both completed on 1 January 2020, for the purposes of computing the effect on the *pro forma* EPS of the Olam Group and the OG Group;
- (h) the exchange ratio of the Scheme is one (1) new OG Share for one (1) Share, taking into account the Subscriber Shareholder Undertaking; and
- (i) for the avoidance of doubt, the Combined Transactions are not factored into the computation of the *pro forma* financial effects in this paragraph 6.

6.2. Share Capital

The effect of the Scheme and the Proposed Dividend in Specie on the issued share capital of the Existing Issuer and OG is as follows:

As at 31 December 2020		Upon the completion of the Scheme				Upon the completion of the Proposed Dividend in Specie			
Existing Issuer		Existing Issuer		OG		Existing Issuer		OG	
Number of Shares	Paid-up share capital (S\$)	Number of Shares	Paid-up share capital (S\$)	Number of Shares	Paid-up share capital (S\$)	Number of Shares	Paid-up share capital (S\$)	Number of OG Shares	Paid-up share capital (S\$)
3,271,018,657	3,748,993,681	3,271,018,657	3,748,993,681	3,271,018,657	3,748,993,681	3,271,018,657	3,748,993,681	3,271,018,657	3,748,993,681

Note:

As stated in paragraph 6.1(b), the number of shares and paid-up share capital of the Existing Issuer and OG reflected are based on that of the Existing Issuer at 31 December 2020.

6.3. EPS

The effect of the Scheme and the Proposed Dividend in Specie on the EPS of the Olam Group and the OG Group is as follows:

	Before the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Scheme		Upon the completion of the Proposed Dividend in Specie	
		Olam Group	Olam Group	OG Group	Olam Group
Adjusted net profit ⁽¹⁾ attributable to Shareholders for FY2020 (S\$)	189,257,262	189,257,262	189,257,262	394,632,753	189,257,262
Weighted average number of shares	3,193,284,194	3,193,284,194	3,193,284,194	3,193,284,194	3,193,284,194
EPS (Singapore cents) ⁽²⁾	5.93	5.93	5.93	12.36	5.93

Notes:

- (1) Adjusted net profit refers to profit after tax, non-controlling interests and accrued capital securities distribution.
- (2) EPS (Singapore cents) refers to adjusted net profit attributable to Shareholders for FY2020 (S\$) divided by the weighted average number of shares.

The effect of the Scheme and the Proposed Dividend in Specie on the Operational EPS of the Olam Group and the OG Group is as follows:

	Before the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Scheme		Upon the completion of the Proposed Dividend in Specie	
		Olam Group	Olam Group	OG Group	Olam Group
Adjusted operational net profit ⁽¹⁾ attributable to Shareholders for FY2020 (S\$)	621,390,892	621,390,892	621,390,892	434,821,525	621,390,892
Weighted average number of shares	3,193,284,194	3,193,284,194	3,193,284,194	3,193,284,194	3,193,284,194

Operational (Singapore cents) ⁽²⁾	EPS	19.46	19.46	19.46	13.62	19.46
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Notes:

- (1) Adjusted operational net profit refers to operational profit (i.e. excluding exceptional items) after tax, non-controlling interests and accrued capital securities distribution.
- (2) Operational EPS (Singapore cents) refers to adjusted operational net profit attributable to Shareholders for FY2020 (S\$) divided by the weighted average number of shares.

6.4. NTA

The effect of the Scheme and the Proposed Dividend in Specie on the NTA of the Olam Group and the OG Group is as follows:

	Before the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Scheme		Upon the completion of the Proposed Dividend in Specie	
	Olam Group	Olam Group	OG Group	Olam Group	OG Group
NTA as at 31 December 2020 (S\$)	4,719,660,187	4,719,660,187	4,719,660,187	2,612,899,554	4,719,660,187
NTA per share (Singapore cents)	144.29	144.29	144.29	79.88	144.29

6.5. Net gearing

The effect of the Scheme and the Proposed Dividend in Specie on the net gearing of the Olam Group and the OG Group is as follows:

	Before the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Scheme		Upon the completion of the Proposed Dividend in Specie	
	Olam Group	Olam Group	OG Group	Olam Group	OG Group
Net borrowings (S\$)	11,043,484,268	11,043,484,268	11,043,484,268	5,937,631,748	11,043,484,268
Total equity (S\$)	6,425,381,370	6,425,381,370	6,425,381,370	3,257,595,293	6,425,381,370
Net gearing (times)	1.72	1.72	1.72	1.82	1.72

Note:

Net borrowings refer to total borrowings less cash.

7. THE PROPOSED DISPOSAL AND PROPOSED DILUTION

The Proposed Disposal

- 7.1. In the event that the Scheme becomes effective and the Proposed Dividend in Specie and the Olam Holdings Transfer are completed, the Existing Issuer intends to undertake the OFI IPO.
- 7.2. As mentioned in paragraph 1.1, it is presently contemplated that the OFI IPO will be via the New Issue accompanied by the Proposed Disposal.
- 7.3. Depending on, *inter alia*, the size of the Proposed Disposal and the Offer Price for the OFI IPO, the Proposed Disposal may constitute a major transaction under Chapter 10 of the Listing Manual if any of the relative figures computed under Rule 1006(a) to (d) of the Listing Manual exceeds 20%. Rule 1007(2) of the Listing Manual provides that where the disposal of an issuer's interest in a subsidiary is undertaken in conjunction with an issue of shares by that subsidiary, the relative figures in Rule 1006 must be computed based on the disposal and the issue of shares.

The Proposed Dilution

- 7.4. Further, pursuant to Rule 805(2)(b) of the Listing Manual, as OFIGL will be a principal subsidiary (as defined under the Listing Manual) of OG, OG will be required to seek approval from OG Shareholders in a general meeting for the Proposed Dilution.
- 7.5. Accordingly, the approval of Shareholders will be sought at the EGM for both the Proposed Disposal as well as the Proposed Dilution. Subject to such approval of the Shareholders being obtained, no further approval from them as OG Shareholders will be sought for the reasons explained in paragraph 5.2.

Relative figures for the Proposed Disposal and Proposed Dilution

- 7.6. As at the Latest Practicable Date, the offer structure of the OFI IPO has not been finalised. The offer structure for the OFI IPO will be determined in due course, taking into account relevant prevailing factors, conditions and circumstances. **However, as this decision will only be made in due course having regard to Shareholders' and investors' interests and responses at any material time and taking into consideration prevailing economic and/or market conditions and/or any other relevant factors, conditions and circumstances, the relative figures below have been provided on the assumption that: (a) the Proposed Disposal will involve OG selling the Sale Shares (amounting to 25% of the issued share capital of OFIGL that it holds) in the OFI IPO, (b) the Proposed Dilution will involve OFIGL undertaking the New Issue which on its own will result in an aggregate dilution of OG's interest in OFIGL by 20% (such number of newly issued OFIGL Shares resulting in such 20% dilution of OG's interest in OFIGL, the "Dilution Shares") (i.e. OG's interest in OFIGL will drop from 75% to 60%), and (c) as a result of the Proposed Disposal and the Proposed Dilution, there will be a total effective dilution of OG's interest in OFIGL of 40% (i.e. OG's interest in OFIGL will drop by 40%) (the "Aggregate Dilution") from 100% to 60%. However, the sale by OG of OFIGL Shares in the OFI IPO may not be equivalent to or indeed have any correlation with the number of or percentage stake represented by the Sale Shares as has been assumed for the purposes of this paragraph. In addition, OFIGL may in the OFI IPO issue such number of new OFIGL Shares that may be more or less than the Dilution Shares.**
- 7.7. **The Offer Price will be arrived at following a book building exercise to be conducted by the underwriter(s) of the OFI IPO in consultation with OG and OFIGL and will take into account multiple factors, conditions and circumstances, including but not limited to the economic and/or market conditions, prevailing at the relevant time. As the exercise to arrive at the Offer Price will not take place until some time after the Latest Practicable Date, the relative figures in paragraph 7.9 have been provided on the assumption that the offer price is the NAV per OFIGL Share based on the FY2020 Unaudited OFIGL Historical Financial Information, as elaborated in paragraph 7.8 below. The Offer Price finally determined for the OFI IPO may be higher or lower than, and may have no correlation whatsoever to, the assumed offer price in this paragraph 7.**
- 7.8. The Rule 1006 relative figures (set out in paragraph 7.9) are prepared on the basis of the Aggregate Dilution (as explained in paragraph 7.6). The NAV of OFIGL based on the FY2020 Unaudited OFIGL Historical Financial Information is S\$3,249,302,956.
- 7.9. Based on the 1HFY2021 Financial Statements and the assumptions in paragraph 7.6 and 7.7 above and in the Notes below, the relative figures for the Proposed Disposal of the Sale Shares and the Proposed Dilution through the issue of the Dilution Shares taken together, computed on the bases set out in Rule 1006 (read with Rule 1007(2)) of the Listing Manual are as follows:

Rule 1006⁽¹⁾	Bases	Relative Figures (%)
(a)	NAV of the Sale Shares and the Dilution Shares based on the Aggregate Dilution, compared with the Olam Group's NAV	26.08 ⁽²⁾⁽³⁾
(b)	Net profits attributable to the Sale Shares and the Dilution Shares based on the Aggregate Dilution, compared with the Olam Group's net profits	17.81 ⁽²⁾⁽⁴⁾⁽⁵⁾
(c)	Aggregate value of the consideration to be received for the Sale Shares, compared with the Existing Issuer's market capitalisation	12.23 ⁽⁶⁾⁽⁷⁾

Notes:

- (1) Rules 1006(d) and 1006(e) of the Listing Manual are not relevant to the Proposed Disposal.
- (2) For purposes of calculating the NAV of the Dilution Shares and the net profits attributable to the Dilution Shares, it has been assumed that the NAV per Dilution Share and the net profits attributable to one Dilution Share are the same as the NAV per Sale Share and the net profits attributable to one Sale Share respectively.
- (3) Computed by dividing the aggregate NAV of the Sale Shares and the Dilution Shares based on the Aggregate Dilution as at 30 June 2021 (based on the unaudited historical financial information of OFIGL for 1HFY2021) of S\$1,758,557,810 by the Olam Group's NAV as at 30 June 2021 of S\$6,743,649,022. Please note that the computation does not factor in the increase in the NAV of OFIGL that would result from OFIGL's issuance of the Dilution Shares.
- (4) Computed by dividing the aggregate net profits attributable to the Sale Shares and the Dilution Shares based on the Aggregate Dilution for 1HFY2021 (based on the unaudited historical financial information of OFIGL for 1HFY2021) of S\$75,068,867 by the Olam Group's consolidated net profits for 1HFY2021 of S\$421,484,677.
- (5) For purposes of calculating the net profits attributable to the Sale Shares and Dilution Shares, it has been assumed that the net profits of OFIGL after the Proposed Disposal and Proposed Dilution will be the same as that of OFIGL before the Proposed Disposal and Proposed Dilution.
- (6) Consideration for each Sale Share is assumed to be the NAV per OFIGL Share based on the unaudited historical financial information of OFIGL for FY2020. Subscription monies received by OFIGL for the issuance of the Dilution Shares are not taken into account in the calculation of the consideration.
- (7) The market capitalisation of the Existing Issuer as at 14 January 2022 was approximately S\$6.64 billion which was computed based on the total of 3,690,581,355 issued Shares (excluding treasury shares) as at the Latest Practicable Date multiplied by the volume weighted average price of each Share on the SGX-ST of approximately S\$1.80 per Share. It is assumed that the market capitalisation of OG on the completion of the Scheme and the Proposed Dividend in Specie will be the same as the market capitalisation of the Existing Issuer.

7.10. The Existing Issuer would like to highlight and reiterate the following:

- (a) The NAV per share of the Sale Shares and the Dilution Shares based on the Aggregate Dilution is purely for the purpose of illustrating the relative figures under Chapter 10 of the Listing Manual relating to the Proposed Disposal and the Proposed Dilution and is not to be taken as indicative of the Offer Price. Please refer to paragraph 7.7 above for more information.
- (b) The amount and price of OFIGL Shares to be sold by OG in the Proposed Disposal and new OFIGL Shares to be issued by OFIGL in the OFI IPO will only be determined following a book building exercise to be conducted by the underwriter(s) of the OFI IPO in consultation with OG. The amount of OFIGL Shares to be sold by OG in the Proposed Disposal and new OFIGL Shares to be issued by OFIGL in the OFI IPO will depend on multiple factors, conditions and circumstances, including without limitation, the eventual Offer Price and the prevailing market conditions. Please see paragraphs 7.6 and 7.7 above for more information. It also follows that the Existing Issuer is unable to specify the amount of gain or loss arising out of the Proposed Disposal at this stage.
- (c) The consideration which would be paid to OG for the Proposed Disposal, will be in cash in the OFI IPO. The sale proceeds from the Proposed Disposal are expected to be applied in or towards payment or satisfaction of the debts or liabilities of the OG Group after payment of the costs of the Proposed Transactions.
- (d) The OFI IPO is subject to, *inter alia*, the approval of the Board, the approval of the OFIGL board, execution of underwriting agreements/placement agreements, appropriate market conditions and all applicable regulatory approvals in the UK and Singapore being obtained. The resolutions put before Shareholders for approval of the Proposed Disposal and the Proposed Dilution are conditional upon the passing of the other resolutions tabled before Shareholders at the Scheme Meeting and the EGM.

- (e) **The Board may, notwithstanding that all Shareholders' approvals and regulatory approvals have been or will be obtained in due course, decide not to proceed with the OFI IPO if, having regard to Shareholders' and investors' interests and responses at any material time and taking into consideration prevailing economic and/or market conditions and/or any other relevant factors, conditions and circumstances, the Board deems it not in the interests of the Existing Issuer or OG to proceed with the same. Accordingly, there is no certainty or assurance that the OFI IPO will materialise in due course or in any form as described in this Appendix.**
- (f) A further announcement on the updated relative figures of the Proposed Disposal and the Proposed Dilution based on the finalised aggregate dilution of OG's interest and the finalised Offer Price will be made by the Existing Issuer or OG in due course if and when the Offer Price has been determined.

8. THE PROPOSED DEMERGER

8.1. Proposed Demerger

As mentioned in paragraph 1.1 above, after the completion of the Proposed Restructuring, the Olam Holdings Transfer and the Proposed Dividend in Specie, concurrently with the OFI IPO, OG intends to undertake the Proposed Demerger, which shall be effected by way of the Proposed Capital Reduction of OG and the Proposed Distribution.

The OFIGL Shares to be distributed by OG to the Shareholders under the Proposed Distribution shall comprise the Remaining OFIGL Shares, being OG's entire remaining shareholding in the resultant issued and paid-up share capital of OFIGL following the Proposed Restructuring and after giving effect to the Proposed Disposal.

The Board believes that the Proposed Demerger will allow OG and OFIGL to focus on their respective core businesses, and implement strategies to grow and expand their businesses independently, as well as to gain financial autonomy. The Proposed Demerger will also provide the market and investors with greater visibility and business understanding of the then separate OGA Business and OFI Business respectively, thus benefiting Shareholders as a whole.

Following the completion of the Proposed Demerger, the Proposed OFIGL Group will cease to be subsidiaries of OG.

8.2. Proposed Capital Reduction of OG

To effect the Proposed Distribution, OG will be required to undertake the Proposed Capital Reduction of OG which is subject to, *inter alia*: (i) the approval of the Shareholders by way of a special resolution at the EGM; (ii) the Court making the Capital Reduction Court Order approving the Proposed Capital Reduction of OG and (iii) OG lodging with the Registrar of Companies a copy of the Capital Reduction Court Order and a notice containing the reduction information within 90 days beginning with the date the Capital Reduction Court Order is made, or within such longer period as the Registrar of Companies may, on the application of OG, allow.

The Proposed Capital Reduction of OG via the Proposed Distribution will involve the distribution to OG Shareholders of such number of OFIGL Shares representing the entire shareholding of OG in OFIGL after the Proposed Disposal. OG is seeking Shareholders' approval to undertake the Proposed Capital Reduction of OG to distribute such OFIGL Shares to OG Shareholders.

As highlighted in paragraph 7.6, the extent of the Proposed Disposal and Proposed Dilution has not been finalised as at the Latest Practicable Date, and the Proposed Capital Reduction of OG will also be effected at a later date when financial information may be updated. It is therefore not possible to project the amount of the capital of OG that will finally be reduced, at the Latest Practicable Date. The following examples are purely provided by way of illustration only:

- (a) based on the assumption that the Proposed Disposal comprises the Sale Shares and hence 75% of OFIGL Shares held by OG is distributed to OG Shareholders via the Proposed Distribution, taking 75% of the NAV of OFIGL (a) based on the FY2020 Unaudited OFIGL Historical Financial Information, as set out in paragraph 7.8, the quantum of capital to be reduced by OG would be S\$2.44 billion, and (b) based on the unaudited historical financial information of OFIGL for 1HFY2021, the quantum of capital to be reduced by OG would be S\$3.30 billion; and
- (b) based on a conservative assumption that the Proposed Disposal comprises just 5% of the OFIGL Shares held by OG and 95% is distributed to OG Shareholders via the Proposed Distribution, taking 95% of the NAV of OFIGL (a) based on the FY2020 Unaudited OFIGL Historical Financial Information, as set out in paragraph 7.8, the quantum of capital to be reduced by OG would be S\$3.09 billion, and (b) based on the unaudited historical financial information of OFIGL for 1HFY2021, the quantum of capital to be reduced by OG would be S\$4.18 billion.

Please note that these examples provided above are purely for illustrative purposes only and do not reflect the actual amount of capital of OG that will finally be reduced as part of the Proposed Demerger.

Shareholders' approval is being sought for the Proposed Capital Reduction of OG on the basis of the distribution of all of OG's OFIGL Shares to OG Shareholders and up to the maximum resultant quantum of capital to be reduced on such basis.

No cash will be distributed pursuant to the Proposed Capital Reduction of OG, which will only comprise the distribution of OFIGL Shares.

8.3. **Proposed Distribution**

The Proposed Distribution involves the distribution by OG of all of the Remaining OFIGL Shares to the Distribution Entitled Shareholders on a *pro rata* basis based on the number of OG Shares held by them as at the Distribution Record Date and an exchange ratio to be determined by the OG Directors in their absolute discretion.

No payment will be required from OG Shareholders for the OFIGL Shares to be received by them in the Proposed Distribution. The Remaining OFIGL Shares will be distributed free of Encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is effected. **The Distribution Entitled Shareholders will, following the Scheme and upon the completion of the Proposed Demerger, hold shares in two (2) separate listed companies, namely, OG and OFIGL.**

The Board may, notwithstanding that all Shareholders' approvals and regulatory approvals have been or will be obtained in due course, decide not to proceed with the Proposed Demerger in whole or in part if, having regard to Shareholders' and investors' interests and responses at any material time and taking into consideration prevailing economic and/or market conditions and/or any other relevant factors, conditions and circumstances, the Board deems it not in the interests of the Existing Issuer or OG to proceed with the same. Accordingly, there is no certainty or assurance that the Proposed Demerger will materialise in due course or in any form as described in this Appendix.

The Proposed Demerger, if carried out, will be after the completion of the Scheme, the Olam Holdings Transfer and the Proposed Dividend in Specie, and immediately prior to or contemporaneous with the OFI IPO.

8.4. **Demerger Agreement and Demerger Conditions Precedent**

The Demerger Agreement is expected to be entered into between OFIGL, OAH, the Existing Issuer and OG in March 2022 to effect the Demerger and to govern the post-Demerger obligations of OFI, OG and OAH in respect of their respective groups. Whilst OAH remains a subsidiary of the OG Group post-completion of the Demerger, it has been agreed that OAH will take direct responsibility for liabilities and obligations relating to the OGA Business under the Demerger Agreement.

Under the terms of the Demerger Agreement, the Proposed Demerger is conditional on, inter alia, the Scheme having been implemented.

The Demerger Agreement contains customary mutual cross-indemnities under which (i) OFIGL indemnifies OG and OAH against liabilities of any kind arising directly or indirectly from or in consequence of the business carried on by the Proposed OFIGL Group and (ii) each of OG and OAH indemnifies OFIGL against liabilities of any kind arising directly or indirectly from or in consequence of the business carried on by the Remaining OG Group or the OGA group (being OAH and the OGA Subsidiaries) respectively. Claims made under these mutual cross-indemnities by the indemnified party are required to be paid by the indemnifying party. These mutual cross-indemnities are unlimited in terms of amount and duration. Tax liabilities as between the respective groups post the Proposed Demerger are governed by the tax schedule which provides for similar terms to the mutual cross-indemnities.

The Demerger Agreement also contains specific indemnities given by OFIGL, OAH and OG to each other in relation to the Dutch Statutory Demerger and certain exit assets.

There are specific mutual indemnities as between OFIGL and OG / OAH for (i) litigation where a Proposed OFIGL Group entity is a party but the claim relates to OG / OAH, and vice versa; and (ii) the winding up of dormant entities which were not transferred as part of the Separation.

The intention of OFIGL, OAH and OG, as part of the Separation, was that all intra-group liabilities as between the Proposed OFIGL Group and the Remaining OG Group would be released. The Demerger Agreement therefore details (i) how any guarantees, indemnities or other assurances given by the Proposed OFIGL Group entities for the benefit of the Remaining OG Group entities which were not released as part of the Separation (or vice versa) will be dealt with following the Proposed Demerger (including an obligation to seek release of any such guarantees, and a mutual indemnity for any claims under such guarantees); (ii) how assets or liabilities that are in the "wrong pocket" are dealt with; (iii) that any residual intragroup balances should be released; and (iv) how insured claims relating to the period prior to the Proposed Demerger will be managed under existing insurance policies.

The Demerger Agreement a mechanism to allocate future unknown costs which are not subject to the mutual cross-indemnities as between OFIGL, OG and OAH.

8.5. **Regulatory Engagement**

The Existing Issuer has commenced the necessary regulatory processes required in order for OFIGL to be listed in the UK and on the Mainboard of the SGX-ST. Such listings remain subject to the approval of the relevant regulators and exchanges.

9. **PRO FORMA FINANCIAL EFFECTS OF THE COMBINED TRANSACTIONS**

9.1. The *pro forma* financial effects of the Combined Transactions have been prepared for purely illustrative purposes only and do not reflect the actual financial position of the OG Group after the completion of the Combined Transactions. The *pro forma* financial effects of the Combined Transactions are provided on a collective basis as the resolutions relating to the Proposed Dilution, the Proposed Disposal and the Proposed Demerger are inter-conditional upon each other. The *pro forma* financial effects are shown based on the audited consolidated financial statements of the Olam Group for FY2020, and prepared on the following assumptions and bases:

(a) the Scheme and the Proposed Dividend in Specie have been completed prior to the Combined Transactions. As the principal asset of OG immediately after the completion of the Scheme will be the Shares, which are held through its wholly-owned subsidiary, OFIGL, the Scheme is not expected to cause or result in any material change in the financial position of the OG Group compared to that of the Olam Group immediately prior to the Scheme. As for the Proposed Dividend in Specie, it is a necessary internal restructuring step in the Reorganisation Exercise. The *pro forma* financial effects of the Combined Transactions on the OG Group (assuming the Scheme and the Proposed Dividend in Specie are completed) have been computed based on the financial statements of the Olam Group on the assumption that the financial statements of the

OG Group upon the completion of the Scheme will be identical to the financial statements of the Olam Group immediately before the Scheme becomes effective;

- (b) the Proposed Disposal relates to the Sale Shares, with a further dilution of OG's interest in OFIGL of 20% of OG's remaining stake in OFIGL following the Proposed Disposal by 20% as a result of the issuance of the Dilution Shares, all at the assumed offer price set out in paragraph 7.7 above, resulting in the Aggregate Dilution;
- (c) the Proposed Distribution involves the distribution in specie of the Remaining OFIGL Shares to the Distribution Entitled Shareholders;
- (d) the Combined Transactions were all completed on 31 December 2020, for the purposes of computing the effect on the *pro forma* NTA per share of the OG Group; and
- (e) the Combined Transactions were all completed on 1 January 2020, for the purposes of computing the effect on the *pro forma* EPS of the OG Group.

9.2. The actual level of dilution of the shareholding interest of OG in OFIGL pursuant to the OFI IPO will depend on, among other things, the number of OFIGL Shares sold by OG in the Proposed Disposal (which may not be equivalent to or have any correlation with the number of or percentage stake represented by the Sale Shares) and the total number of new OFIGL Shares issued in connection with the OFI IPO, which have not yet been finalised. Accordingly, the actual extent of the dilution of OG's shareholding interest in OFIGL prior to the Proposed Demerger is not fixed as at the Latest Practicable Date, and will vary according to the offer structure.

9.3. Share Capital

The Combined Transactions will reduce OG's share capital by approximately S\$1,949,581,774.

Upon the completion of the Scheme and the Proposed Dividend in Specie		Upon the completion of the Combined Transactions	
Number of OG Shares	Paid-up share capital (S\$)	Number of OG Shares	Paid-up share capital (S\$)
3,271,018,657	3,748,933,681	3,271,018,657	1,799,411,907

Notes:

- (1) As stated in paragraph 9.1, the number of shares and paid-up share capital of OG reflected are based on that of the Existing Issuer at 31 December 2020.
- (2) The paid-up share capital of OG upon completion of the Combined Transactions is derived by taking the paid-up share capital of OG upon completion of the Scheme and the Proposed Dividend in Specie less the NAV of the Remaining OFIGL Shares.
- (3) In calculating the NAV of the Remaining OFIGL Shares, besides the assumptions set out above, we have assumed: (i) the value of the OFIGL Shares to be issued by OFIGL and sold by OG in the OFI IPO to be the pro rata NAV of the Proposed OFIGL Group as at 31 December 2020 (which is S\$ 1,299,721,183), and (ii) the value of the Remaining OFIGL Shares to be distributed via the Proposed Demerger to be the pro rata NAV of the Proposed OFIGL Group as at 31 December 2020 (which is S\$1,949,581,774).

9.4. EPS

The effect of the Combined Transactions on the EPS of the OG Group is as follows:

	Upon the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Combined Transactions
Adjusted net profit ⁽¹⁾ attributable to Shareholders for	189,257,262	(205,375,491) ⁽⁵⁾

FY2020 (S\$)		
Weighted average number of shares	3,193,284,194	3,193,284,194
EPS (Singapore cents)⁽²⁾	5.93	(6.43)

Notes:

- (1) Adjusted net profit refers to profit after tax, non-controlling interests and accrued capital securities distribution.
- (2) EPS (Singapore cents) refers to adjusted net profit attributable to Shareholders for FY2020 (S\$) divided by the weighted average number of shares.

The effect of the Combined Transactions on the Operational EPS of the OG Group is as follows:

	Upon the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Combined Transactions
Adjusted operational net profit⁽³⁾ attributable to Shareholders for FY2020 (S\$)	621,390,892 ⁽⁴⁾	186,569,367 ⁽⁴⁾⁽⁶⁾
Weighted average number of shares	3,193,284,194	3,193,284,194
Operational EPS (Singapore cents)⁽⁷⁾	19.46	5.84

Notes:

- (3) Adjusted operational net profit refers to operational profit (i.e. excluding exceptional items) after tax, non-controlling interests and accrued capital securities distribution.
- (4) Adjusted net profit⁽¹⁾ (reflected in preceding table) is lower than adjusted operational net profit⁽³⁾ (reflected in this table) because the former includes exceptional items, which mainly comprise the impairment of property, plant and equipment and intangible assets, closure and restructuring costs and gains/(losses) on disposal of joint venture, associates and property, plant and equipment.
- (5) Adjusted net profit⁽¹⁾ of the OG Group upon completion of the Combined Transactions is computed as adjusted net profit⁽¹⁾ of the OG Group upon completion of the Scheme and the Proposed Dividend in Specie less the adjusted net profits of the Proposed OFIGL Group based on the unaudited historical financial information of OFIGL for FY2020.
- (6) Adjusted operational net profit⁽³⁾ of the OG Group upon completion of the Combined Transactions is computed as adjusted operational net profit⁽³⁾ of the OG Group upon completion of the Scheme and the Proposed Dividend in Specie less the adjusted operational net profits of the Proposed OFIGL Group based on the unaudited historical financial information of OFIGL for FY2020.
- (7) Operational EPS (Singapore cents) refers to adjusted operational net profit⁽³⁾ attributable to Shareholders for FY2020 (S\$) divided by the weighted average number of shares.

9.5. **NTA**

The effect of the Combined Transactions on the NTA of the OG Group is as follows:

	Upon the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Combined Transactions
NTA as at 31 December 2020 (S\$)	4,719,660,187	2,106,760,642
NTA per share (Singapore cents)	144.29	64.41

Notes:

- (1) The NTA of the OG Group upon completion of the Combined Transactions is computed as the NTA of the OG Group upon completion of the Scheme and the Proposed Dividend in Specie less the NTA of the Proposed OFIGL Group based on the unaudited historical financial information of OFIGL for FY2020.
- (2) In calculating the NTA of the Proposed OFIGL Group, besides the assumptions set out above, we have assumed: (i) the NTA of the OFIGL Shares to be issued by OFIGL and sold by OG in the OFI IPO to be the *pro rata* NTA of the Proposed OFIGL Group as at 31 December 2020 (which is S\$1,045,159,818), and (ii) the NTA of the Remaining OFIGL Shares to be distributed via the Proposed Demerger to be the *pro rata* NTA of the Proposed OFIGL Group as at 31 December 2020 (which is S\$1,567,739,727).

9.6. Net gearing

The effect of the Combined Transactions on the net gearing of the OG Group is as follows:

	Upon the completion of the Scheme and the Proposed Dividend in Specie	Upon the completion of the Combined Transactions ⁽²⁾
Net borrowings (S\$) ⁽¹⁾	11,043,484,268	5,105,852,520
Total equity (S\$)	6,425,381,370	3,167,786,077
Net gearing (times)	1.72	1.61

Notes:

- (1) Net borrowings refer to the total borrowings less cash.
- (2) The net borrowings of the OG Group upon completion of the Combined Transactions is computed as the net borrowings of the OG Group upon completion of the Scheme and the Proposed Dividend in Specie less the net borrowings attributable to the Proposed OFIGL Group based on the unaudited historical financial information of OFIGL for FY2020.

10. HISTORICAL FINANCIAL INFORMATION

- 10.1. The consolidated income statements and balance sheets of the Remaining OG Group for FY2020 and 1HFY2021 are set out in Appendix 2 to this Exchange Offer and Consent Solicitation Memorandum.
- 10.2. The historical consolidated income statements and balance sheets of the Proposed OFIGL Group for FY2018, FY2019, FY2020 and 1HFY2021 are set out in Appendix 3 to this Exchange Offer and Consent Solicitation Memorandum.

11. DEBT FACILITIES

The Existing Issuer has outstanding debt under various debt facilities including (i) the Programme, (ii) syndicated bank loans and (iii) bilateral bank loans. Following the completion of the Reorganisation Exercise, the OGA Subsidiaries and the OIL Subsidiaries will effectively be carved out and no longer be subsidiaries of the Existing Issuer. The Existing Issuer is currently engaging with its bank lenders to seek relevant approvals and consents in view of the Reorganisation Exercise. This will include discussions to allocate the facilities between the three operating groups (being the OGA Business, OIL Business and OFI Business). The Existing Issuer is also putting forward various proposals to the holders of its securities (including but not limited to, seeking relevant approvals and waivers), including by way of the Consent Solicitation and the Exchange Offer subject of this Exchange Offer and Consent Solicitation Memorandum.

Following the completion of the Reorganisation Exercise, the Existing Issuer expects to complete the allocation of facilities between the three operating groups.

12. MATERIAL LITIGATION

Save as disclosed by the Existing Issuer via announcements on the SGXNET, the Existing Issuer was not, as at the Latest Practicable Date, engaged in any litigation, either as plaintiff or defendant, which

might materially or adversely affect the financial position or businesses of the Existing Issuer and its subsidiaries taken as a whole, and the Directors are not aware of any litigation, claim or proceeding pending or threatened against the Existing Issuer or any of its subsidiaries or of any fact likely to give rise to any proceeding which might materially and adversely affect the financial position of the Existing Issuer and its subsidiaries taken as a whole.