



# Re-imagining Olam

Offering tomorrow's  
products and services

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**Governance Report**

Olam International  
Limited Annual  
Report 2018



# GOVERNANCE REPORT 2018

Annual Report of Jamnangroup.com

2018

Annual Report

2018

## About this report



### Governance Report

This section gives detailed information about our rigorous governance framework and those responsible for ensuring it is followed. Shareholder information is also held within this chapter.



### Strategy Report

This chapter offers narrative about our strategy, our performance and key market factors and trends. It can be read independently as an Executive Summary or as part of the full report.



### Financial Report

Our figures and respective notes are enclosed within this chapter. It should be read in conjunction with the Strategy Report to give a balanced account of internal and external factors.

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Proxy Form

#### Front cover image:

From cashew production to childcare, women in Côte d'Ivoire make a vital contribution to family prosperity and well-being. For this reason, they play an important and growing role in the Sustainable Cashew Growers Programme, which is empowering women with higher incomes and new skills development.

As set out in our refreshed Strategic Plan, by 2024, we will be a **global food and agri-business** that **delivers food, feed and fibre** along with **innovative solutions** to **our customers**.

**This supports our customers' growing need** for **sustainable and transparent supply chains** with a clear focus on **tomorrow's consumer preferences**.



# Setting the tone Staying on course

The goal of the Audit Committee (AC) in reducing residual risk to within the appropriate risk appetite of the Group is an essential contributor to overall value creation for shareholders.

During the year under review, the AC – working with the rest of the Board and Management – provided oversight on the financial reporting process, audit process, internal control systems as well as regulatory compliance, aimed at underpinning the Group’s strategic objectives.

At the foundation of this remit, our Integrated Assurance Framework, which harmonizes the work done by each assurance provider, continued to provide a multi-level line of defence, providing assurance to the Board on the Group’s systems of control and processes covering financial, operational, compliance and information technology. The AC also worked closely with the Board Risk Committee (BRC) in monitoring and reviewing the Group’s risk management systems. Critical themes of focus included cyber security, fraud, bribery and corruption. The AC’s oversight also included in-depth evaluation of the re-appointment, scope of work, independence and objectivity of the Company’s external auditors as well as monitoring of the effectiveness and standing of the internal audit function.

Beyond establishing the necessary framework and policies, systems and processes, the AC reviews them in close partnership with Management to ensure they remain robust and sustainable, ensuring the agility and adaptability of the business and supporting the Board’s objective of ensuring the long-term success of the Company.

## Yap Chee Keong

Chairman, Audit Committee

Independent Non-Executive Director

Board &  
7 Board  
Committees

Integrated  
Assurance  
Framework  
11 Functions  
185 Controls  
53 Risks  
11 Categories

Multi-level  
Line of  
Defence

# Board of Directors



**Yap Chee Keong**

Independent  
Non-Executive  
Director

**Jean-Paul Pinard**

Independent  
Non-Executive  
Director

**Yutaka Kyoya**

Non-Executive  
Director

**Shekhar Anantharaman**

Executive Director  
and Group Chief  
Operating Officer

**Lim Ah Doo**

Chairman,  
Independent  
Non-Executive Director



**Sunny George  
Verghese**

Executive Director,  
Co-Founder and  
Group CEO

**Marie Elaine  
Teo**

Independent  
Non-Executive  
Director

**Nihal Vijaya Devadas  
Kaviratne CBE**

Independent  
Non-Executive  
Director

**Sanjiv  
Misra**

Independent  
Non-Executive  
Director

**Kazuo  
Ito**

Non-Executive  
Director

## Lim Ah Doo, 69

Chairman, Independent and Non-Executive Director



**Date of appointment as Chairman:**

1 January 2017

**Date of first appointment as Director and Chairman-designate:**

1 November 2016

**Date of last re-election:**

25 April 2017

**Length of service as a Director (as at 31 December 2018):**

2 years 2 months

**Academic and professional qualification:**

Degree (Honours) in Engineering, Queen Mary College, University of London

Master in Business Administration, Cranfield School of Management

**Present Directorship:**

**Listed company**

GDS Holdings Ltd (Director)

GP Industries Ltd (Director)

Singapore Technologies Engineering Ltd (Director)

**Non-listed company**

STT GDC Pte. Ltd. (Director)

STT Global Data Centres India Private Limited (Director)

U Mobile Sdn Bhd (Director)

Virtus HoldCo Limited (Director)

**Other Major appointment:**

Commissioner to the High-Level Commission on Carbon Pricing and Competitiveness by World Bank Group

**Past Directorships held over the preceding three years:**

ARA-CWT Trust Management (Cache) Limited (Director)  
*(Trustee Manager of Cache Logistics Trust)*

SembCorp Marine Ltd (Director)

Linc Energy Limited (Director)

Bracell Limited (Director)

Singapore Technologies Marine Ltd (Chairman)

SM Investments Corporation (Director)

**Additional Information:**

Mr. Lim Ah Doo was formerly the President and subsequently the non-executive Vice Chairman of RGE Pte Ltd (formerly known as RGM International Pte Ltd). His past working experience includes an 18-year banking career in Morgan Grenfell from 1977 to 1995, during which he held several key positions including that of Chairman of Morgan Grenfell (Asia) Limited. Mr. Lim was previously Chairman of Singapore Technologies Marine Ltd, a subsidiary of Singapore Technologies Engineering Ltd, and was an Independent Director of SembCorp Marine Ltd as well as its Audit Committee Chair. He was also an Independent Director at EDB Investments and SM Investments Corporation and an Independent Commissioner and Chairman of the Audit Committee of PT Indosat (Indonesia).

## Sunny George Verghese, 59

Executive Director, Co-Founder and Group CEO



**Date of first appointment as Director:**

11 July 1996

**Date of last re-election:**

25 April 2017

**Length of service as a Director (as at 31 December 2018):**

22 years 5 months

**Academic and professional qualification:**

Postgraduate Degree in Business Management, Indian Institute of Management, Ahmedabad

Advanced Management Program, Harvard Business School

**Present Directorship:**

**Listed company**

Nil

**Non-listed company**

Caraway Pte. Ltd. (Director)

**Other Major appointment:**

Human Capital Leadership Institute Pte Ltd (Chairman)

WBCSD (World Business Council for Sustainable Development) (Chairman)

JOil (S) Pte Ltd (Chairman)

Singapore Management University Board of Trustee (Member)

**Past Directorships held over the preceding three years:**

International Enterprise Singapore (Chairman)

National University of Singapore (Trustee)

PureCircle Limited (Director)

Société SIFCA (Non-Executive Director)

**Additional Information:**

Mr. Sunny Verghese was with the Kewalram Chanrai Group (KC Group) for over two decades and in 1989 was mandated to start the Company with a view to building an agricultural products business for the KC Group. Before joining the KC Group, he worked for Unilever in India. Mr. Verghese previously chaired CitySpring Infrastructure Management Pte Ltd, a listed Business Trust in Singapore and was also a Commissioner of the Business & Sustainable Development Commission (BSDC). Mr. Verghese has won several awards including 'Outstanding Chief Executive' at the Singapore Business Awards in 2007, 'Ernst & Young Entrepreneur of the Year' for Singapore in 2008 and 'Best CEO of the Year 2011' at the Singapore Corporate Awards. He was also awarded the Public Service Medal by the Government of the Republic of Singapore in 2010.

### Key

-  Audit Committee
-  Board Risk Committee
-  Capital and Investment Committee
-  Council of Chairs
-  Corporate Responsibility and Sustainability Committee
-  Governance and Nomination Committee
-  Human Resource and Compensation Committee
-  Denotes Committee Chairman

## Jean-Paul Pinard, 68

Independent Non-Executive Director

### Date of first appointment as Director:

29 October 2008

### Date of last re-election:

25 April 2017

### Length of service as a Director (as at 31 December 2018):

10 years 2 months

### Academic and professional qualification:

PhD in Economics, University of California  
Diplôme d'Ingénieur, École Polytechnique, Paris

### Present Directorship:

#### Listed company

Nil

#### Non-listed company

Hero Future Energies Global Limited (UK) (Director)

### Other Major appointment:

Nil

### Past Directorships held over the preceding three years:

Hero Future Energies Pvt Ltd (Director)  
Yantai Changyu Pioneer Wine Company Limited (Director)  
Zalagh Holding (Member of the Supervisory Board)

### Additional Information:

Mr. Jean-Paul Pinard, prior to joining Olam, spent 17 years with the International Finance Corporation, Washington, DC ("IFC"), becoming the Director of its Agribusiness Department, responsible for managing IFC's global investment portfolio in agri-business and food sectors.

## Sanjiv Misra, 58

Independent Non-Executive Director

### Date of first appointment as Director:

1 November 2013

### Date of last re-election:

25 April 2017

### Length of service as a Director (as at 31 December 2018):

5 years 2 months

### Academic and professional qualification:

Bachelor's Degree in Economics, St Stephen's College, University of Delhi, India  
Postgraduate Degree in Management, University of Delhi, Indian Institute of Management, Ahmedabad  
Master in Management, J.L. Kellogg Graduate School of Management, Northwestern University

### Present Directorship:

#### Listed company

OUE Hospitality REIT Management Pte. Ltd. (Director)  
*(Manager of OUE Hospitality Real Estate Investment Trust)*

#### Non-listed company

EDBI Pte Ltd (Director)  
OUE Hospitality Trust Management Pte. Ltd. (Director)  
Phoenix Advisers Pte. Ltd. (President and Director)  
Phoenix E.K. Limited (Director)  
Singapore Symphony Group (Director)  
Clifford Capital Pte. Ltd. (Director)

### Other Major appointment:

Chairman, Apollo Management Asia Pacific Advisory Board

### Past Directorships held over the preceding three years:

Edelweiss Financial Services Ltd (Director)  
Edelweiss Capital (Singapore) Pte Ltd (Director)  
National University Health System (Director)

### Additional Information:

Mr. Sanjiv Misra's career featured several senior positions, namely, Chief Executive Officer of Citigroup's Global Corporate and Investment Banking Group in Singapore and Brunei and Country Officer in Singapore, Head of Asia Pacific Investment Banking and Head of the Asia Pacific Corporate Bank, in a career spanning 11 years with the Citigroup. His career prior to Citigroup included stints with Salomon Brothers and Goldman Sachs & Co. His board experience includes being the lead Independent Director and Audit and Risk Committee Chair at OUE Hospitality REIT Management Pte. Ltd., a member of the Governance and Nomination Committee and Remuneration Committee at Clifford Capital Pte. Ltd., and an Audit Committee member at EDBI Pte. Ltd.

## Nihal Vijaya Devadas Kaviratne CBE, 75

Independent Non-Executive Director

### Date of first appointment as Director:

1 October 2014

### Date of last re-election:

25 April 2018

### Length of service as a Director (as at 31 December 2018):

4 years 3 months

### Academic and professional qualification:

Bachelor of Arts, Economics (Honours), Bombay University, India

### Present Directorship:

#### Listed company

DBS Group Holdings Ltd (Director)

GlaxoSmithKline Pharmaceuticals Ltd (Director)

StarHub Ltd (Director)

#### Non-listed company

Caraway Pte. Ltd. (Chairman)

DBS Bank Ltd (Director)

DBS Foundation Ltd (Director)

### Other Major appointment:

Member, Advisory Board for South East Asia/Indonesia,  
Bain & Company SE Asia, Inc

Member, Private Sector Portfolio Advisory Committee in India of  
the UK Government's Department for International Development

Member, Corporate Resilience Advisory Council, McKinsey & Company

### Past Directorships held over the preceding three years:

Akzo Nobel India Limited (Chairman)

TVS Motor (Singapore) Pte. Limited (Director)

PT TVS Motor Company (President Commissioner)

SATS Ltd (Director)

Wildlife Reserves Singapore Pte Ltd (Director)

### Additional Information:

Mr. Nihal Kaviratne CBE's career with the Unilever Group spanned 40 years during which he held various senior level management positions in sales, marketing, brand and strategic planning and development, and as Chairman/CEO across Asia, Europe and Latin America. He retired from Unilever in 2005. Mr. Kaviratne was cited in HM Queen Elizabeth II's 2004 New Year Honours List in the UK and has been made the Commander of the Order of the British Empire (CBE) for services to UK business interests and to sustainable development in Indonesia. He was one of "25 leaders at the forefront of change" chosen by Business Week in 2002 for the Stars of Asia Award. In its year end 2010 issue, Forbes India listed him as one of the "5 top names to have on your Board". He was awarded for driving "Business Excellence" at the World Business Conclave 2016 in Hong Kong. Mr. Kaviratne brings with him extensive organisational, business, management, strategic planning and customer-based experience and knowledge.

## Yap Chee Keong, 58

Independent Non-Executive Director

### Date of first appointment as Director:

1 December 2015

### Date of last re-election:

25 April 2018

### Length of service as a Director (as at 31 December 2018):

3 years 1 month

### Academic and professional qualification:

Bachelor of Accountancy, National University of Singapore  
Fellow, Institute of Singapore Chartered Accountants and  
Certified Public Accounts, Australia

### Present Directorship:

#### Listed company

Sembcorp Industries Ltd (Director)

Shangri-La Asia Limited (Director)

#### Non-listed company

Certis CISCO Security Pte Ltd (Director)

Citibank Singapore Limited (Director)

MediaCorp Pte Ltd (Director)

### Other Major appointment:

Nil

### Past Directorships held over the preceding three years:

Malaysia Smelting Corporation Berhad (Director)

Rahman Hydraulic Tin Sdn Bhd (Director)

ARA Asset Management Limited (Director)

CapitaMalls Asia Limited (Director)

CityNet Infrastructure Management Pte Ltd (Chairman)

*(Trustee-Manager of NetLink Trust, a business trust wholly owned  
by Singapore Telecommunications Ltd)*

Hup Soon Global Corporation Limited (Director)

Interoil Corporation (Director)

Tiger Airways Holdings Limited (Director)

The Straits Trading Company Limited (Director)

### Additional Information:

Mr. Yap Chee Keong's career included being the Executive Director of The Straits Trading Company Limited and the Chief Financial Officer of Singapore Power Ltd. Mr. Yap has also worked in various senior management roles in multinational and listed companies. He was a board member of the Accounting and Corporate Regulatory Authority and a member of the Public Accountants Oversight Committee, the MAS/SGX/ACRA Work Group to review the Guidebook for Audit Committees in Singapore and the MAS/SGX/ACRA/SID Review Panel to develop a Guide for Board Risk Committees in Singapore.

## Key

-  Audit Committee
-  Board Risk Committee
-  Capital and Investment Committee
-  Council of Chairs
-  Corporate Responsibility and Sustainability Committee
-  Governance and Nomination Committee
-  Human Resource and Compensation Committee
-  Denotes Committee Chairman

## Marie Elaine Teo, 52

Independent Non-Executive Director



### Date of first appointment as Director:

1 December 2015

### Date of last re-election:

25 April 2018

### Length of service as a Director (as at 31 December 2018):

3 years 1 month

### Academic and professional qualification:

Bachelor of Arts (Honours) in Experimental Psychology,  
Oxford University  
MBA, INSEAD

### Present Directorship:

#### Listed company

G. K. Goh Holdings Limited (Director)

#### Non-listed company

Caregivers Alliance Ltd (Director)  
Mapletree Investments Pte Ltd (Director)  
Mapletree Oakwood Holdings Pte Ltd (Director)  
The Teng Ensemble Ltd (Chairman)

### Other Major appointment:

Member, International Advisory Panel, CIMB Group Holdings Berhad

### Past Directorships held over the preceding three years:

Nil

### Additional Information:

Ms. Marie Elaine Teo has over 20 years of investment experience, primarily with the Capital Group companies where she focused on Asian banks and global emerging markets, both as an analyst and an investment manager. Ms. Teo was formerly the Chairman of Capital International Research, Inc. and Managing Director of Capital International Inc., Asia.

## Yutaka Kyoya, 57

Non-Executive Director



### Date of first appointment as Director:

1 November 2015

### Date of last re-election:

25 April 2018

### Length of service as a Director (as at 31 December 2018):

3 years 2 months

### Academic and professional qualification:

Degree in Commerce, Waseda University, Tokyo  
Advanced Management Program, Harvard Business School

### Present Directorship:

#### Listed company

Lawson, Inc. (Director)

#### Non-listed company

Nil

### Other Major appointment:

Nil

### Past Directorships held over the preceding three years:

Mitsubishi Shokuhin Co., Ltd. (Director)  
Thai Union Group Public Company Limited (Director)  
Rokko Butter Co., Ltd. (Director)

### Additional Information:

Mr. Yutaka Kyoya is currently the Executive Vice President and Group CEO of Consumer Industry Group of Mitsubishi Corporation. He joined Mitsubishi Corporation in 1984 and has since been engaged in the food business. Mr. Kyoya has held various roles in Mitsubishi Corporation in Tokyo as well as in its overseas offices, including the USA, Malaysia and Singapore. Prior to his current position, he was the Senior Vice President of Mitsubishi Corporation and Chief Operating Officer of its Living Essential Resources Division in 2014 before being promoted to Executive Vice President and Group CEO of Living Essentials Group in 2016.

## Shekhar Anantharaman, 55

Executive Director and Group Chief Operating Officer

## Kazuo Ito, 50

Non-Executive Director

### Date of first appointment as Director:

1 April 1998

### Date of last re-election:

25 April 2017

### Length of service as a Director (as at 31 December 2018):

20 years 9 months

### Academic and professional qualification:

Bachelor's Degree in Aeronautical Engineering, Panjab University, India  
 Postgraduate Degree in Business Management, Panjab University, India  
 Advanced Management Program, Harvard Business School

### Present Directorship:

#### Listed company

Nil

#### Non-listed company

Caraway Pte Ltd (Director)  
 Far East Agri Pte. Ltd. (Director)

### Other Major appointment:

Nil

### Past Directorships held over the preceding three years:

Nil

### Additional Information:

Mr. Shekhar Anantharaman has been with the Group since 1992. As the Group Chief Operating Officer of the Company, he jointly oversees all aspects of the Company's global business with the Group CEO. Prior to his current role, he was the Executive Director – Finance and Business Development for the Group leading the Company's overall Strategy and Business Development activities along with responsibility for various functions including the Group's Finance and Accounts, Treasury and IR, IT and Shared Services, Legal and Corporate Secretarial and Manufacturing and Technical Services. He has incubated and managed various global businesses for the Group including its Edible Nuts, Spices and Vegetable Ingredients and Packaged Foods businesses. As the Global Head of these businesses, Mr. Anantharaman has been directly involved in identifying and leading many of the Company's organic and inorganic growth initiatives. He has also played a variety of country management and regional oversight roles across Africa, Asia, Russia, South and North America.

### Date of first appointment as Director:

1 December 2018

### Date of last re-election:

N.A.

### Length of service as a Director (as at 31 December 2018):

1 month

### Academic and professional qualification:

BA Economics, Keio University  
 BPSE, IMD Business School

### Present Directorship:

#### Listed company

Nil

#### Non-listed company

Nosan Corporation (Director)  
 MC Agri Alliance Limited (Director)

### Other Major appointment:

Nil

### Past Directorships held over the preceding three years:

Princes Holding (Rotterdam) B.V. (Director)  
 Princes Limited (Chairman/Director)  
 YSW Co. Limited (Director)  
 Princes Foods BV (Director)  
 Princes Tuna (Mauritius) Limited (Director)

### Additional Information:

Mr. Kazuo Ito is currently the Division Chief Operating Officer, Food Resources Division, Food Industry Group of Mitsubishi Corporation. He has been with Mitsubishi Corporation since 1991 and has held other managerial roles. He was previously General Manager, Strategic and Planning Office of its Living Essential Consumer Products Division. During 2018, he served as a Non-Executive Director of Princes Limited, a global food and drink group involved in the manufacture, import and distribution of branded products, having been its Chairman between 2007 to March 2018 and its Director since 2001 till January 2019.

## Key

-  Audit Committee
-  Board Risk Committee
-  Capital and Investment Committee
-  Council of Chairs
-  Corporate Responsibility and Sustainability Committee
-  Governance and Nomination Committee
-  Human Resource and Compensation Committee
-  Denotes Committee Chairman

# Intentional governance for sustainable profitable growth

2018

>50%

(Independent  
Directors)

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Principle 1:  
The Board's  
conduct of  
affairs

The 2018 Code of Corporate Governance (the Code) is applicable to the Company for its 2018 Annual Report. Olam complies with most of the principles and provisions of the Code. Today, the Board comprises more than 50% independent directors with the Board Chair being independent since 2015. With the optimal mix of expertise and experience, the Board is equipped to effectively lead and direct the Company's business and strategy, ensuring the long-term success of the Company.

This Corporate Governance report cross-references other reports and statements made in certain sections of the 2018 Annual Report such as the detailed profile of the Board that may be found in the section on Board of Directors, details on the Company's risk governance framework and the corporate responsibility and sustainability strategy as well as highlights that may be found in the Strategy Report. For completeness, this Corporate Governance report should be read in conjunction with the various sections of the 2018 Annual Report.

Olam recognizes that a well-governed company involves putting in place good corporate governance practices that will ensure the Company's long-term success. Hence, corporate governance will be a continual work in progress so as to uphold the substance and spirit of corporate governance. The Company focuses on governing purposefully, keeping in mind the Code while continuing to deliver on the Company's vision and objectives. In keeping with this objective, actions taken by the Company to address differences between the Code and the Company's practices have been explained in this report.

## Board matters

Olam is led by an experienced Board with representatives from varied nationalities and diverse international business backgrounds. The Board oversees the affairs of the Company and provides leadership and guidance to the Senior Management Team. Collectively, the Board and the Senior Management Team ensure the long-term success of the Company and discharge their statutory and fiduciary responsibilities, both individually and collectively. The key functions of the Board are:

- To provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives, as well as to regularly review the execution and the implementation of the Strategic Plan;

- To oversee the process and framework for evaluating the adequacy of internal controls, which included financial, operational, compliance and information technology controls, and risk management systems and satisfy itself as to the adequacy and effectiveness of such processes and framework;
- To ensure the Company's compliance with such laws and regulations as may be relevant to the business;
- To assume responsibility for corporate governance;
- To set the Company's values and standards, and ensure that obligations to shareholders and others are understood and met at all times;
- To review the performance of the Senior Management and the compensation framework for the Board, Executive Directors and Senior Management;
- To oversee the succession plans for the Board, Group CEO, Group COO, Group CFO and Senior Management;
- To oversee and consider corporate responsibility and sustainability issues, policies, standards and strategy in the context of the Company's activities which may have an impact on environmental and social issues; and
- To identify key stakeholder groups and consider their perceptions.

As an established practice, the material matters that require the specific review and approval of the Board are designated as reserved matters and include:

- Acquisitions, divestments and capital expenditure exceeding the authority limits established under an internal policy adopted by the Board, while delegating authority for transactions below those limits to Board Committees, the Executive Committee and Senior Management;
- Capital planning and raising, annual budgets and updates to the Strategic Plan;
- Key policy decision-making process and control;
- Changes to capital, dividend distribution, issuance and buy-back and changes to shares and other securities;
- Matters considered not in the ordinary course of business of the Group; and
- Any matter which the Board considers significant enough to require the Board's direct attention or would be critical to the proper functioning of the Company or its business.

The Board is assisted by various Board Committees for the effective discharge of its responsibilities. To date, these include the Audit Committee (AC), Board Risk Committee (BRC), Capital and Investment Committee (CIC), Corporate Responsibility and Sustainability Committee (CRSC), Council of Chairs (COC), Governance and Nomination Committee (GNC), and the Human Resource and Compensation Committee (HRCC).

Each Board Committee has clear written terms of reference which set out its role, authority, procedures and qualifications for membership. All of the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company.

The terms of reference of the Board Committees may be reviewed from time to time by each Committee, taking into consideration the changing needs of the business and operations of the Company, relevant laws and regulations. They are ratified by the GNC and approved by the Board.

Ad hoc committees of the Board may also be formed from time to time as part of the Board's commitment to engage and provide leadership to management in the business and operations of the Company. These ad hoc committees, formed by Independent Directors and supported by the Executive team, add to the effectiveness and strength of the Company's governance practices as well as reflecting the interests and perspectives of the various stakeholders of the Company.

In 2017, the Board at the recommendation of the GNC formed the Council of Chairs (COC). The key role of the COC is to coordinate the proposals, initiatives, issues and matters relating to the Company's strategy, business, management and operation, including those considered at meetings of the Board Committees, and provides interface and feedback to the Board, Board Committees(s) and Management.

During the year in review, the COC met 4 times to coordinate and harmonise the work undertaken by the Board Committees such as risk events oversight under the Risk Appetite Framework, setting of key financial and other parameters for the measurement of the performance of the Company/Management as well as a framework to monitor performance and progress made, etc.

Directors are expected to exercise independent and objective judgement in the best interests of the Company. In the annual Board, peer and Chairman performance evaluation exercise, the ability to discharge duties and responsibilities at all times as fiduciaries in the interests of the Company, the understanding of the business of the Company as

well as the ability to listen and discuss issues with one another objectively, are important assessment criteria.

Where the material matters require the approval of shareholders, the Board may if required under the Companies Act (Chapter 50) and/or the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) appoint an independent valuer or independent financial adviser to evaluate the fairness of the transaction price and offer.

#### **Board and Board Committee meetings**

Meetings of the Board and Board Committees are scheduled one year in advance. Besides the regular agenda, the Board receives briefings and updates from the key executives and Senior Management on developments and issues concerning the Group's business or which have an impact on the business of the Group. Regular presentations and updates by business units and functions are also provided to the Board. This allows the Board to develop a good understanding of the Group's businesses, and ensures collaboration and engagement between the Board and the Company's key executives and management. The Board sets aside time at each regular Board meeting to meet without the presence of Executive Directors or Management.

In addition to the five scheduled meetings each year, the Board meets as and when warranted by particular circumstances as well as engaging in informal discussions. During the year under review, 10 Board and 26 Board Committee meetings were held, with certain Directors attending via telephone or video conference, as permitted by the Company's Constitution.

In line with the Group's commitment to business sustainability, conservation of the environment and technological advancement, Directors are provided with access to the Board and Board Committee papers through electronic devices to enable them to read, annotate as well as share their comments on the Board and Board Committee papers in soft copy prior to and during meetings.

In 2018, the Board undertook a thorough review of the strategic direction and plan, capex approval framework, ethics program addressing risks of bribery and corruption, budgeting exercise, risk governance framework (comprising enterprise risk report, dashboard and scorecard), integrated assurance framework which includes in-business control framework and internal audit, risk appetite and tolerance, and the internal control systems. Board Committees' oversight on specific risks areas was also determined under the revised risk governance framework and the integrated assurance framework.

A 3-day Board offsite was organized for the Board to review and discuss the Strategic Plan for 2019 – 2024. Additional forum was organized thereafter for the Board and Management to discuss the specifics and key metrics of the plan. The Strategic Plan 2019 – 2024 was announced on 25 January 2019 and allows the Company to refocus on its strengths and capitalize on new opportunities. By executing the Strategic Plan 2019-2024, Olam aims to be a global food and agri-business that delivers food, feed and fibre along with innovative solutions to support our customers' growing need for sustainable and transparent supply chains with a clear focus on tomorrow's consumer preferences.

To ensure that the Board has an in-depth understanding of the Group's business and activities, one or more Board offsite visits is organised in countries where the Company operates. Besides the visits to facilities, the Board meets with the local management team as well as in-country key stakeholders. Ad hoc visits by the Board Committees or individual Director are organised wherever required to better facilitate the review of issues delegated by the Board. These offsite visits often allow the Board and the individual Directors to engage with the Company's management, and provide them with greater insight on how to manage and guide Management to achieve greater long-term success for the Company.

Yearly, the Board is invited to participate in the Annual ManComm Meet attended by a significant number of key executives and Senior Management of the Company. At the Annual Meet, the Board, Senior Management and key executives of the Company interact with experts in areas such as economics, policies, social, strategy, environment etc., and receive valuable updates on global issues. This exposure equips the Board with a breadth of knowledge and allows them to strengthen their leadership. The Annual Meet provides the Board with opportunities to deepen their interactions with the leadership team of the Company, to meet with the Senior Management team supporting the current leadership team, and to gain insights into issues and developments that are important for the long-term success of the business.

During the year in review, the Board and individual Directors participated in the following offsite visits:

- The Board attended the Annual ManComm Meet held in Singapore;
- The Board visited the Group's businesses in Vietnam;
- The CIC Chair attended the Global Financial Meet held in India;
- The Board Chair and CIC Chair visited the Group's businesses in Gabon and met with key stakeholders;
- The Board Chair visited the operations in Nigeria and met with the Governor of the State of Kaduna;
- The Board Chair and AC Chair visited the Group's business in the USA and met with the auditors as well as the management team in various locations; and
- Mr. Nihal Kaviratne and the GCEO visited the noodle facility of the joint venture partner in Japan for the Group's packaged foods business.

Besides meetings of the Board, the Board pursuant to the Company's Constitution and the Board Committees under their terms of reference may also make decisions by way of resolution by circulation. The details of the Directors' membership on the Board and Board Committees are provided in the following pages.

A table showing the memberships of the Directors and number of Board, Board Committee, Non-Executive Directors' and shareholders' meetings held during the year under review along with the attendance of Directors are provided on page 14 of this report. Throughout the year, Directors individually and collectively actively engage with other members of the Board, the Group CEO, Group COO, Group CFO and Senior Management Team and external consultants to review the business, to discuss global and industry trends and to gain deeper insights into the industry and the business of the Company. The level of engagement and involvement of Directors in Board affairs and in governing the Company cannot be quantified simply by their attendance. Their commitment and the amount of time sowed into the affairs of the Company far outweigh their attendance at these meetings.

**Information on Board and Board Committee Membership and Attendance at Board, Board Committees and Shareholders' Meetings for the year ended 31 December 2018**

	Membership	Board	NED	COC	AC	BRC	CIC	CRSC	GNC	HRCC	AGM
	No. of Meetings Held	10	5	4	6	4	5	5	1	1	1
<b>Directors</b>											
<b>Lim Ah Doo</b>	Independent	C	C	C	–	–	M	–	C	C	C
	Non-Executive	10/10	5/5	4/4			5/5		1/1	1/1	1/1
<b>Jean-Paul Pinard</b>	Independent	M	M	M	–	–	M	C	–	M	–
	Non-Executive	10/10	5/5	3/4			5/5	5/5		1/1	1/1
<b>Sanjiv Misra</b>	Independent	M	M	M	–	M	C	–	–	M	–
	Non-Executive	10/10	5/5	4/4		4/4	5/5			1/1	1/1
<b>Nihal Vijaya Devadas Kaviratne CBE</b>	Independent	M	M	–	M	–	–	M	–	–	–
	Non-Executive	10/10	5/5		6/6			5/5			1/1
<b>Yutaka Kyoya</b>	Non-Executive	M	M	–	M	–	–	M	M	–	–
	Non-Executive	9/10	5/5		6/6			4/5	1/1		1/1
<b>Marie Elaine Teo<sup>1</sup></b>	Independent	M	M	M	M	C	M	M	–	–	–
	Non-Executive	10/10	5/5	3/4	1/1	4/4	5/5	3/3			1/1
<b>Yap Chee Keong</b>	Independent	M	M	M	C	M	M	–	M	–	–
	Non-Executive	10/10	5/5	4/4	6/6	4/4	5/5		1/1		1/1
<b>Kazuo Ito<sup>2</sup></b>	Non-Executive	M	M	–	–	M	M	–	–	M	–
	Non-Executive	2/2	1/1			–	1/1			–	–
<b>Sunny George Verghese</b>	Executive	M	–	–	–	–	M	M	–	–	–
	Executive	10/10					5/5	5/5			1/1
<b>Shekhar Anantharaman</b>	Executive	M	–	–	–	M	M	–	–	–	–
	Executive	10/10				4/4	5/5				1/1
<b>Chan Wai Ching<sup>3</sup></b>	Co-opted Member	–	–	–	–	–	–	–	–	M	–
<b>Rachel Eng Yaag Ngee<sup>4</sup></b>	Independent	M	M	–	M	–	–	–	M	M	–
	Non-Executive	2/2	2/2		3/3				1/1	1/1	1/1
<b>Mitsumasa Icho<sup>5</sup></b>	Non-Executive	M	M	–	–	M	M	–	–	M	–
	Non-Executive	7/8	3/4			4/4	4/4			1/1	1/1

- "M" Member
- "C" Chairman
- "NED" Non-Executive Director
- "COC" Council of Chairs
- "AC" Audit Committee
- "BRC" Board Risk Committee
- "CIC" Capital and Investment Committee
- "CRSC" Corporate Responsibility and Sustainability Committee
- "GNC" Governance and Nomination Committee
- "HRCC" Human Resource and Compensation Committee
- "AGM" Annual General Meeting

1. Ms. Elaine Marie Teo was appointed as member of the AC and stepped down as member of the CRSC on 1 October 2018.
2. Mr. Kazuo Ito was appointed as Non-Executive Director and member of the BRC, CIC and HRCC on 1 December 2018.
3. Ms. Chan Wai Ching was co-opted as member of the HRCC on 1 October 2018. Ms. Chan is not a Director of the Company.
4. Ms. Rachel Eng stepped down as Non-Executive Director and member of the AC, GNC and HRCC on 31 July 2018.
5. Mr. Mitsumasa Icho stepped down as Non-Executive Director and member of the BRC, CIC and HRCC on 1 December 2018.

Visit to Outspan office in Vietnam



Olam products and consumer market visit in Kaduna, Nigeria accompanied by Country Team

#### Induction and orientation of Directors

The Board of Directors provide the leadership for the rest of the organisation and for corporate governance. Hence, onboarding of newly appointed director is a critical enabler for the director to embark on and accelerate his/her participation in Board affairs effectively.

Newly appointed Directors undergo a comprehensive and tailored induction programme, facilitated by the Group Corporate Secretarial Office. The induction program for newly appointed director comprises an initial engagement session with the director, customization of the program based on the director's profile, scheduling briefings by various key trainers on matters of board responsibilities, governance, fiduciary duties, risk management, safety and health, sustainability, financial reporting and the businesses of the Company, meeting with Business Heads, briefings by the Board Chairman and Chairs of Board Committees, an overview of the business, industry, trends and operations with the Group CEO and Group COO as well as visits to the Group's key operations. Newly appointed director is also issued

with an appointment letter and a appointment pack which outlines their Board and Board Committee membership details and term of office, fees payable, fiduciary duty and legal obligations of a director, other vital information regarding their appointment and on the Company. All newly appointed Directors are further assisted by the Group Corporate Secretarial office to enable them to appropriately discharge their statutory and fiduciary duties.

#### Directors' training and development

The Board recognizes the importance of ongoing training for Directors so as to enable them to serve effectively and contribute to the Board.

To keep the Directors abreast of developments in the Group's diverse industries as well as the Company's global operations, country visits and interactions with business and geography teams are amongst the different types of exposure provided. Directors are invited to participate in sessions and talks conducted by specific industry specialists and experts on trends, developments and issues concerning the sectors in which the Company operates. Directors are routinely briefed via detailed presentations on the development and progress of the Group's key operations. Regular updates on Directors' duties and responsibilities, and changes to any relevant laws and regulations such as the Listing Rules of the SGX-ST, the Code, the Companies Act, etc. are provided to the Board.

During the year under review, the Board was briefed on the global sustainability issues and developments, changes and developments in financial reporting standards by the external auditors, policy changes in countries where the Group operates, information technology (including cyber-security) and shared services, etc.

A Board Offsite was held in Vietnam where the Board visited the Company's local operations. Directors gained greater insight into the operations in Vietnam, the geo-political condition and key economic trends of the country impacting the business of the Company. Meeting with the stakeholders helped to deepen relationship and to fortify the Company's commitment to the business in the country. At the same time, the Board also developed a good understanding of the Company's business to enable it to make informed decisions.

During the term of their appointment, Directors are encouraged to undergo continual professional development. The Company allocates a budget each year for Directors' training and professional development, which may relate to a particular subject area or developments in Company's market or operations etc. The Group Corporate Secretarial Office provide assistance to the Directors for their ongoing development needs.

**Principle 2:  
Board  
composition  
and guidance**

To align with the extensive geographical spread and depth of the business, the existing Board comprises Directors with diverse skills and expertise in resource-based industry, supply chain, finance and accounting, banking, investment, strategic planning, retail, infrastructure, legal and environment and sustainability issues. The size, composition and blend of experience of the Board allows discussions on matters of policy, strategy and performance to be informed, critical and constructive. The profile and key information of each Director is provided in the Board of Directors section of the 2018 Annual Report.

**Board size**

From 1 December 2018, Mr. Mitsumasa Icho stepped down from his position as Non-Executive Director of Olam. Mr. Mitsumasa Icho was replaced by Mr. Kazuo Ito who is currently the Division Chief Operating Officer, Food Resources Division, Food Industry Group of Mitsubishi Corporation (MC), and has held several senior level roles in MC such as General Manager, Strategic & Planning Office, Living Essential Consumer Products Division and Chairman/Director of Princes Limited, for the last 27 years. The GNC opined that the extensive experience of Mr. Kazuo Ito from the various key roles he has held in MC will add to the optimal mix of expertise and experience on the Board.

From 31 July 2018, Ms. Rachel Eng stepped down from her position as Independent Non-Executive Director of Olam.

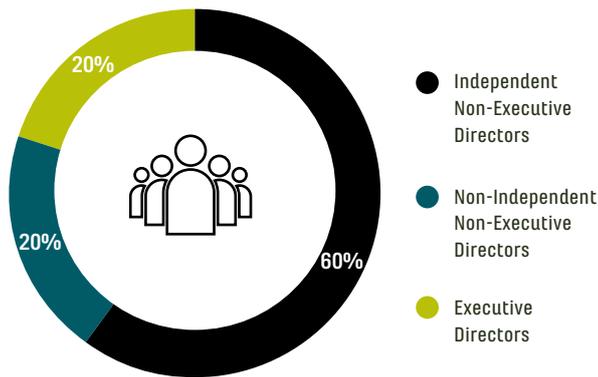
Our Board currently consists of 10 members, 6 of whom are Independent Non-Executive Directors, 2 of whom are Non-Independent Non-Executive Directors and the remaining 2 being Executive Directors. More than 50% of the Board is comprised of Independent Non-Executive Directors. The 2 Non-Independent Non-Executive Directors are appointed by MC. The GNC reviews the board composition, dynamics and culture that enable the Board to be effective and high-performing.

The size and composition of the Board are reviewed from time to time by the GNC to ensure that it is appropriate and conducive for effective discussion and decision-making. The review takes into consideration the variety, magnitude, nature and depth of the Group's business and operations. Based on the factors considered and the composition of the existing Board who collectively possess sufficient depth and breadth to discharge duties and responsibilities effectively as well as to make objective decisions, the GNC believes that a Board size of 10 to 11 members is appropriate.

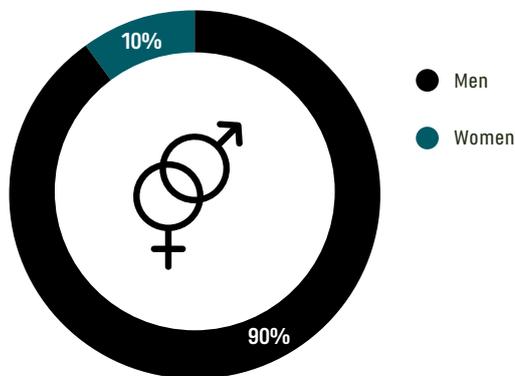
**Board diversity**

The composition of the Board today is a testimony to what it believes is important: diversity for an optimal mix of expertise and experience. The importance of diversity stretches across skills, industry experience, geographic exposure, training and gender. With Ms Rachel Eng stepping down from the Board, the Board today has 1 remaining female Director (Ms. Elaine Teo). Ms. Elaine Teo continues to play an instrumental role in board level decision making, influencing organizational cultures and in providing alternative viewpoint for the business and solutions. The key to an effective and high-performing Board is the collective intelligence of a diverse composition to drive it forward. It is crucial to have a Board that understands the overall strategy of the Company. An effective Board is about who and why is he/she on the Board, how directors interact with each other as well as with Management, what it spends its time on – priorities and agenda and how it reviews its' own performance from time to time. It is about governing with purpose. The Board is of the opinion that the composition of the Board remains well-rounded and well-appointed for the foreseeable future and in supporting the attainment of the Company's strategic objectives. The Company recognizes the value of diverse perspectives in the boardroom and will explore the appointment of additional female directors as and when the opportunity arises.

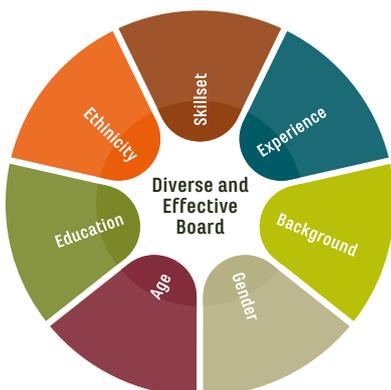
## Board size



## Gender



## Diversity



## Independence

The GNC determines on an annual basis each Director's independence bearing in mind the definition of an Independent Director under the Code and guidance as to relationships that may exist which would cause a Director to be deemed non-independent. A Director who has no familial or commercial relationship with the Group or its officers and substantial shareholders of the Company that could interfere, or be reasonably perceived to interfere, with the exercise of his or her independent business judgement in the best interests of the Company, is considered to be independent.

The Code further requires the independence of any Director who has served on the Board beyond 9 years to be rigorously reviewed. The basis of determination by the GNC takes into account the annual confirmation of independence (the 'Confirmation') completed by each Independent Director. He or she is required to critically assess their independence by examining the existence of any relationships or dealings that may compromise their independence.

Having carried out its review for the year under review and taking into account the views of the GNC, the Board has determined that, with the exception of the 2 Non-Executive Directors and 2 Executive Directors, the remaining 6 Directors are to be considered as independent.

In its review, the GNC has considered the independence of Mr. Jean-Paul Pinard who has served on the Board for more than 9 years. Mr. Pinard was appointed to the Board since 2008 and has since chaired the CRSC. Through his chairmanship and guidance, the Company's CR&S function as well as the MATS, Safety and Health function continues to mature in strength and expertise, with several key CR&S policies and related policies developed and implemented and key stakeholders' relationships built to further the Company's CR&S commitment and endeavours. His vast experience with the International Finance Corporation remained relevant for the nature of the Company's business in particular the area of corporate responsibility and sustainability. The GNC further considered Mr. Pinard's independence of mind and opined that he has consistently exercised independent judgement and evidently expressed his views objectively and is able to exercise strong independent business judgement with a view to acting in the best interests of our Company, thereby demonstrating an independence of mind.

Notwithstanding Mr. Pinard having served on the Board beyond 9 years, the Board concurred with the recommendation of the GNC that Mr. Pinard is to be considered as independent.

Under the Company's Code of Conduct (CoC) which all employees including Directors should adhere to, Directors should advise the Board of any personal interests that could inappropriately influence his or her judgment when acting for the Company. The details of the potential conflicts of interest should be disclosed to the Board at the earliest possible opportunity. Where relevant, the CoC stipulates that an explicit written approval may be required should the Director wish to engage or continue with such activity.

### Ongoing renewal of the Board

The ongoing renewal of the Board is in line with the Board's policy on tenure of directorships. Since 2013, long-serving independent directors were retired gradually at each AGM with new independent directors who possess the required skills and capabilities appointed to fill these vacancies. All newly appointed independent directors will be subject to a term of office comprising two terms of 3 years each, with an additional term of 3 years at the sole discretion of the Board. All directors whether Executive, Non-Executive or Independent remain subject to an annual evaluation notwithstanding the term of office. Independent Directors may be retired prior to completion of the term of office if so determined by the Board, taking into consideration the recommendation of the GNC.

### Non-Executive Independent Directors

The Non-Executive Independent Directors fulfil a pivotal role in corporate accountability. Their role is particularly important as they provide unbiased and independent views, advice and judgement to protect the interests not only of the Company but also of shareholders, employees, customers, suppliers and the many communities in which the Company conducts business. The Board has since 2013 maintained the number of Executive Directors at 2 to have a greater proportion of independent representation on the Board.

### Principle 3: Chairman and Group Chief Executive Officer

The Chairman and Group CEO are separate persons. Mr. Lim Ah Doo is Chairman and Independent Non-Executive Director of the Company. Mr. Lim Ah Doo is not related to the Group CEO, Mr. Sunny George Verghese, or other members of the Senior Management Team.

There is a clear division of responsibility between the Chairman and Group CEO to ensure a balance of power and authority.

The Chairman is responsible for ensuring the effectiveness of the Board and Board Committees as well as the governance process. The Group CEO is at the helm of the Management Team and has overall responsibility for the Company's operations and organisational effectiveness. The Group CEO remains accountable to the Board for the decisions and actions taken, as well as for the performance of the Group. The Chairman works closely with the Group CEO on matters to be tabled at meetings and matters arising from the meetings as well as in ensuring that Board members receive accurate, timely and clear information. The Chairman and Group CEO and/or the Group COO held frequent discussions to discuss and review the strategic plan, developments within the Group, business performance, governance process and Management compensation and succession plan.

Under the leadership of the Chairman, the Board holds robust, open and constructive discussions at its meetings with adequate time allocated to sufficiently review the issues tabled. The Chairman chairs the Non-Executive Directors' discussions, which may be held quarterly after each Board meeting or as and when required, and may organise offsite meetings of the Non-Executive Directors. Along with the Council of Chairs and the Group CEO, the Chairman monitors the translation of the Board's decisions, requests and recommendations into executive action. As part of the Chairman's oversight, he ensures that constructive communication and engagement with shareholders take place at every General Meeting. The Chairman may direct members of the Board to participate in briefings and meetings with other stakeholders to explain publicly available material information.

# Governance and Nomination Committee (GNC)

## Principle 4: Board membership



## Lim Ah Doo

Chairman

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Yap Chee Keong

Yutaka Kyoya

Rachel Eng Yaag Ngee

(Stepped down 31 July 2018)

The GNC is chaired by an Independent and Non-Executive Director. The GNC comprises only Non-Executive Directors, the majority of whom are Independent Directors. The GNC is guided by its written terms of reference with principal functions as follows:

- To review the succession plans for Directors, including the appointment and/or replacement of the Chairman;
- To review the size, skills and composition of the Board to ensure there is adequate representation in respect of issues and challenges, without compromising Board effectiveness and participation. In addition, the GNC seeks to identify the critical needs in terms of expertise and skills, as well as knowledge of the jurisdictions in which Olam operates;
- To recommend the appointment and re-appointment of Directors with a view to refreshing the Board;
- To conduct an annual review of the independence of each Director bearing in mind the relationships and the tenure limits under the Code;
- To assess the effectiveness of the Board and its members;
- To review and recommend performance criteria for evaluating the Board's performance;
- To recommend membership for Board Committees;
- To consider and review the Company's corporate governance principles;
- To consider any possible conflicts of interest experienced by any Board members and senior executives; and
- To review and recommend to the Board the induction programme for new Directors and ongoing training and development needs of the Directors and the Board as a whole.

### Succession planning

The review of Board succession plans, including the role of Chairman, is the primary responsibility of the GNC; while review of the succession plans for key positions in the Group, including the Group CEO and Senior Management, is within the purview of the Human Resource and Compensation Committee (HRCC). The GNC actively reviews the Board and Board Committees' composition and the necessity of refreshing the Board.

The GNC is of the view that any renewal and refreshing of the Board must be carried out progressively and in an orderly manner to ensure continuity. A formal plan for the renewal of the Board and the process for selection of new Directors was put in place in 2012 and executed since 2013. It included the retiring of longest-serving Independent Director, appointment of new Independent Directors who possess the required skills and capabilities in place of the outgoing Independent Directors, introduction of a term of office for all newly appointed Independent Directors comprising 2 terms of 3 years each, with an additional term of 3 years at the sole discretion of the Board, and all Directors, whether Executive, Non-Executive or Independent, remain subject to an annual performance evaluation notwithstanding the term of office. Independent Directors may be retired prior to completion of the term of office if so determined by the Board, taking into consideration the recommendation of the GNC.

Apart from the consideration of the 9-year tenure prescribed by the Principle of the Code for Independent Director when reviewing Board succession plan, the GNC have regard to the strategic plan of the Company, the changing landscape of the business and ongoing challenges and issues faced when addressing the composition of the Board.

### Retirement and re-election

All Directors submit themselves for retirement and re-election at least once every 3 years. Pursuant to the Constitution of the Company, one-third of the Directors shall retire from office at the Company's AGM. A retiring Director is eligible for re-election at the AGM. The Group CEO, as a Director, is subject to the same retirement by rotation provision as the other Directors. In addition, the Company's Constitution also provides that a newly appointed Director must submit himself or herself for re-election at the AGM following his or her appointment (unless such appointment was voted upon by shareholders at a general meeting).

At the 2019 AGM, Mr. Kazuo Ito who was appointed as a Non-Executive Director on 1 December 2018 will submit himself for re-election in accordance with Regulation 113 of the Company's Constitution.

Messrs. Lim Ah Doo, Sanjiv Misra and Shekhar Anantharaman will retire pursuant to Regulation 107 of the Company's Constitution and will be eligible for re-election by the shareholders at the AGM.

### New appointments, selection and re-nomination of Directors

All new appointments, selection and re-nomination of Directors are reviewed and proposed by the GNC. The GNC has access to external search consultants and resources to identify potential candidates. Board members may also make recommendations to the GNC. Shortlisted candidates are met by the GNC Chairman along with the Board Chairman and Group CEO prior to approval at Board level. Some of the criteria considered by the GNC to identify and evaluate potential Directors include the following:

- The candidate should possess knowledge and experience in a particular area of value to the Group, namely accounting or finance, business or management, industry knowledge, strategic planning, customer-based experience or knowledge or environment and sustainability;
- The candidate should have the aptitude or experience to understand fully the fiduciary duties of a Director and the governance processes of a publicly listed company;
- Independence of mind;
- Capability and how he/she could meet the needs of the Company and simultaneously complement the skillset of other Board members;
- Experience and track record in multinational companies;
- Ability to commit time and effort to discharging his/her responsibilities as a Director; and
- Reputation and integrity.

The GNC reviews all proposed appointments as part of the Board's renewal process taking into consideration the capability, experience, skillset and the principal commitment of the candidates. Interviews and discussions by the GNC Chair, Board Chair and the Group CEO will also be held with any proposed candidates.

### Membership of other boards

The GNC, in assessing the performance of the individual Director, considers whether sufficient time and attention has been given by the Director to the affairs of the Company. It has regard to the Director's other board memberships and commitments. No limit on the number of board representations which a Director may hold has been imposed by the GNC as Directors have demonstrated their commitment and effectiveness in discharging their duties and responsibilities and avoiding actual or potential conflicts of interest caused by serving on other boards.

### Key information regarding Directors

Key information regarding Directors, such as academic and professional qualifications, Board Committees served on (as a member or Chairman), date of first appointment as a Director, date of last re-election as a Director, directorships both present and past held over the preceding 3 years in other listed companies and other major appointments, is disclosed in the section on Board of Directors of the 2018 Annual Report. Information relating to Directors' shareholding and interests in the Group is disclosed in the Financial Report.

The Board considers the importance of putting the right people with the right range of skills, knowledge and experience together for effective governance of the Group's business. The GNC assists the Board in ensuring that the Board is comprised of individuals whose background, skills, experience and personal characteristics enhance the effectiveness of the current Board and meet its future needs.

Based on the recommendations of the GNC, the Board has laid down a preliminary set of assessment criteria to assess the effectiveness of the Board as a whole. There are 12 broad sections and a total of 49 assessment areas for the Board evaluation covering, amongst others, Board composition and leadership, Board processes, strategy and implementation, risk and crisis management, effectiveness of Board Committees and stakeholder management. The assessment of the Board Chair and Director individually is conducted on an 'exception' basis with broad criteria on their individual contribution, involvement, conduct of and at meetings, execution of agreed matters, interaction with the Board, industry and functional expertise, etc.

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## Principle 5: Board performance

During the year, the GNC carried out an evaluation of the effectiveness of the Board, the individual Board members and the Chairman of the Board. The results of the evaluations are reviewed by the GNC and the Board with proposed follow-up actions led by the GNC Chair. Meetings between the individual Director and the Board Chairman, as well as the GNC Chairman, may be set up to share feedback and comments received and to work out action plans to address specific issues raised.

#### **Access to information and Accountability**

To enable the Directors to fulfil their responsibilities, pre-meeting discussions are held between the Chairman of the Board and/or Committees with Senior Management for the construction of the agenda and the preparation of Board materials. The agenda for each Board and Board Committee meeting along with all Board papers, related materials and background materials are provided to the Directors to enable the Directors to obtain further details and explanations where necessary. The Board is briefed and updated on the execution of the Company's Strategic Plan, performance of its investments, financing plan, variance in budgets, etc. Members of the Management Team are invited to be present at Board and Board Committee meetings to provide additional insight into the matters tabled for deliberation. Global heads of business units are scheduled wherever required to update the Board on platform-wise performance and plans.

Non-Executive Directors meet with Senior Management independently to be briefed on various issues. Additional information, documents and materials are provided to the Directors as and when required to enable them to make informed decisions.

Board members are invited to participate in the annual ManComm meeting to interact with Management as well as to gain industry insight through external speakers.

Presentations on the Group's business and activities are provided to the Board throughout the year by the Company's Management Team.

The Board has separate and independent access to the Senior Management and the Company Secretary at all times. Directors and Board Committees may, where necessary, seek independent professional advice, paid for by the Company.

The Board has adopted a policy of openness and transparency in the conduct of the Company's affairs while preserving the commercial interests of the Company. The Company reports its financial results quarterly and holds media and analyst meetings to coincide with the announcements.

Financial results and other price-sensitive information are disseminated to shareholders via SGXNET, to the SGX-ST, via press releases, on the Company's website (olamgroup.com) and through media and analyst briefings.

The Company has in place a comprehensive investor relations programme to keep investors informed of material developments in the Company's business and affairs beyond that which is prescribed, but without prejudicing the business interests of the Company.

#### **Role of the Company Secretary**

Directors have separate and independent access to the Company Secretary. The Company Secretary advises the Board through the Board Chair on governance matters and facilitates the effective functioning of the Board and Board Committees in accordance with their terms of reference including any best practices. Meetings of the Board and Board Committees are scheduled at least a year in advance.

Beyond scheduling meetings, the Company Secretary works closely with the Board Chair and Chairman of the Board Committees and key executives of the Company to proactively manage the agenda and the materials provided in advance of and at meetings. The Company Secretary pursues and manages follow-up actions and reports on matters arising from the meetings. The Company Secretary assists the Board Chair with Board development and Board processes including Board evaluation, induction and training. The office takes the lead in organising the appointment letter and information pack and in developing tailored induction plans for new Directors, working with the Board Chair and new Directors.

The Company Secretary acts as the sounding board for matters of corporate governance and monitors overall compliance with the law and regulations adhered to by the Group. The Company Secretary is also responsible for ensuring the Company's compliance with the Listing Rules of the SGX-ST, for interaction with shareholders and for facilitating the convening of general meetings. The appointment and removal of the Company Secretary is subject to the approval of the Board.

## Human Resource and Compensation Committee (HRCC)

### Principle 6: Procedures for developing remuneration policies

### Principle 7: Level and mix of remuneration

### Principle 8: Disclosure on remuneration



### Lim Ah Doo

Chairman

Jean-Paul Pinard

Sanjiv Misra

Kazuo Ito (appointed 1 December 2018)

Chan Wai Ching  
(co-opted member) (appointed 1 October 2018)

Rachel Eng Yaag Ngee (stepped down 31 July 2018)

Mitsumasa Icho (stepped down 1 December 2018)

The existing members of the HRCC, including the HRCC Chairman, are Independent and Non-Executive Directors, except for Mr. Kazuo Ito, who is Non-Executive and Ms. Chan Wai Ching, a Non-Director and Co-opted Member. The HRCC is established by the Board with the following principal functions:

- To review the executive leadership development process and programme;
- To review and recommend executives' compensation framework and equity-based plans;
- To review succession plans for key executives, including the Group CEO;
- To establish and oversee the process for evaluating the performance of the Group CEO, Group COO and other key executives in the fulfilment of their responsibilities, and the meeting of objectives and performance targets;
- To review the framework of remuneration for the Board and key management personnel;
- To review the specific remuneration packages for each director and key management personnel;
- To review the remuneration framework and the adequacy of the fees paid to Non-Executive Directors; and
- To review all aspects of remuneration, including termination, to ensure they are fair.

The HRCC carries out regular discussions with the Group CEO and the Board on succession planning at the Senior Management level including that of the Group CEO. The HRCC also engages external consultants to advise on its remuneration policy and to restructure the remuneration policy where necessary.

During the year, the HRCC reviewed with the Group CEO the succession plans for key executives and the progress, the compensation framework and the deliverables of the Group CEO and Group COO. The HRCC also reviewed and approved the recommendation for the issuance and allocation of new share grants under the Olam Share Grant Plan.

#### Remuneration policy for Non-Executive Directors

The existing remuneration framework for Non-Executive Directors adopted by the HRCC is a comprehensive framework consisting of base fee for membership on the Board and each Board Committee, Chairmanship, Lead Independent Director's fee and attendance fee.

The framework and details of the fees paid to the Non-Executive Directors approved at the previous AGM of the Company in April 2018 are provided in the following paragraphs.

The remuneration for Non-Executive Directors is in line with peer companies and those whom Olam was benchmarked against. The fees framework for Non-Executive Directors reflects an equitable and adequate remuneration on account of the responsibilities and average amount of time spent by a Director at Board and Board Committee meetings, as well as their discussions beyond formal meetings and separate discussions with management in the discharge of their responsibilities.

To facilitate timely payment of Directors' fees, the fees are paid in arrears on a quarterly basis for the current financial year once approval is obtained from shareholders at the AGM.

#### Fees for Non-Executive Directors

At the April 2018 AGM, shareholders approved the payment of Directors' fees of up to S\$2,000,000 under the existing fees framework for Non-Executive Directors set out in the paragraphs below. The aggregate fees paid quarterly in arrears to the Non-Executive Directors for the financial year ended 31 December 2018 entirely in cash amounted to S\$1,785,132 (excluding fees paid to a Director for his directorship with the subsidiary of the Company).

The HRCC yearly reviews the adequacy of fees paid to Non-Executive Directors and may commission an independent review by an external consultant on the remuneration framework of Directors as well as key management personnel.

Apart from the revision of fees paid to the BRC Chair and members in 2017, the Non-Executive Directors' fees have remained unchanged in the last four years. In 2018, the HRCC carried out a review on the adequacy of the Non-Executive Directors' fees, which took into consideration the size and complexity of the business, the extensive work done, the increased responsibilities of the Board with increased scrutiny and accountabilities from the changes in the regulatory and compliance landscape, the frequent interaction, formal and informal discussions held with the Group CEO, Group COO, Senior Management team and key stakeholders, the evolving issues and challenges of the industry and business, review and monitoring of the business and management performance and the need to recruit and retain directors best suited for the Company. Consequent to the review and recommendation of the HRCC, which was concurred by the Board, the following changes to the framework of the Non-Executive Directors' fees payable would be applicable from financial year ending 31 December 2019:

- i. revision of Chairman's fees to a fixed fee payout of S\$600,000 annually (excluding car-related benefits). No separate retainer fees, committee fees or attendance fees will be paid to the Chairman;
- ii. revision of the fees payable to the CRSC Chair from S\$30,000 to S\$35,000 and to each member of the CRSC from S\$15,000 to S\$20,000;
- iii. fees payable to the COC Chair at S\$35,000 and to each of the COC member at S\$20,000. The COC was formed since November 2017. No fees were paid to the COC for FY 2018.
- iv. To align the interests of Directors with shareholders' interests, the HRCC has recommended to the Board the incorporation of an equity component in the total remuneration of Non-Executive Directors<sup>1</sup>. Subject to shareholders' approval of the fees

at the April 2019 AGM, the Company will arrange for each such Non-Executive Director to receive approximately 70% of his/her total Directors' fees in cash and the balance approximately 30% in the form of Olam shares.

The Company will either arrange with the Non-Executive Directors for the Olam shares to be purchased from the market for them around the date of the announcement by the Company of its unaudited full year financial statements for the financial year ending 31 December 2019, or, subject to the amendment of the Olam Share Grant Plan (OSGP), for the balance approximately 30% of the total Directors' fees to be paid to each of the Non-Executive Directors in the form of restricted shares under the OSGP, which will be awarded as fully paid shares with no performance conditions attached and no vesting periods imposed.

The cash component of the Directors' fees will be paid to the Non-Executive Directors on a quarterly basis. In the event any Non-Executive Director leaves the Company prior to the acquisition of the Olam shares, the Directors' fees due to him/her up to his/her date of cessation will be paid to him/her in cash.

Each such Non-Executive Director is committed to holding, during his or her Board tenure, Olam shares of a value pegged to approximately his or her annual Directors' fees.

During the year in review, there was no adjustment of the fees payable to the Chairman of the HRCC and to each of its members.

1. Excluding certain Non-Executive Directors who, under their separate arrangements with their employers, do not retain their Directors' fees.

Details of the updated fees framework for Non-Executive Directors, which included the proposed increase to the aggregate Directors' fees payable and applicable from financial year ending 31 December 2019, are provided below:

Nature of appointment	S\$	
<b>Board of Directors</b>		
Chairman (Fixed fee)*	600,000	
Base fee (Deputy Chairman)	130,000	
Base fee (Member)	70,000	
Lead Independent Director	25,000	
<b>Council of Chairs</b>		
Chairman's fee	35,000	
Member's fee	20,000	
<b>Audit Committee</b>		
<b>Board Risk Committee</b>		
<b>Capital and Investment Committee</b>		
Chairman's fee	50,000	
Member's fee	25,000	
<b>Human Resource and Compensation Committee</b>		
<b>Corporate Responsibility and Sustainability Committee</b>		
Chairman's fee	35,000	
Member's fee	20,000	
<b>Governance and Nomination Committee</b>		
Chairman's fee	30,000	
Member's fee	15,000	
<b>Attendance fee</b>	<b>Board</b>	<b>Committee</b>
Home city meeting	3,000	1,500
Out-of-region meeting	4,500	2,250
Conference call	600	400
Odd hours	1,200	750
Board offsite	6,000	

\* No separate retainer fees, committee fees or attendance fees would be paid to the Chairman

The aggregate Directors' fees including the proposed increase in fees are subject to shareholders' approval at the AGM. The Non-Executive Directors will refrain from making any recommendation on and, being shareholders, shall abstain from voting on the ordinary resolution for the aggregate Directors' fees. Other than the Chairman who will be voting for proxies under the Listing Rules of the SGX-ST, the Directors shall also decline to accept appointment as proxies for any shareholder to vote in respect of this resolution unless the shareholder concerned shall have given instructions in his or her proxy form as to the manner in which his or her votes are to be cast in respect of this resolution.

**Fees paid to the Non-Executive Directors for the financial year ended 31 December 2018**

The breakdown of the fees paid to the Non-Executive Directors for the financial year ended 31 December 2018 is set out in the table below.

Name	FY 2018 S\$
<b>Current Directors</b>	
Lim Ah Doo <sup>1</sup>	318,000
Jean-Paul Pinard	195,300
Sanjiv Misra	214,900
Nihal Vijaya Devadas Kaviratne CBE	156,200
Yutaka Kyoya	169,300
Yap Chee Keong	245,000
Marie Elaine Teo	216,900
Kazuo Ito <sup>2</sup>	18,066
Chan Wai Ching <sup>3</sup>	5,000
Rachel Eng Yaag Ngee <sup>4</sup>	89,333
Mitsumasa Icho <sup>5</sup>	157,133
<b>Directorship on Subsidiary</b>	
Nihal Vijaya Devadas Kaviratne CBE <sup>6</sup>	75,000

The aforementioned fees paid out quarterly in arrears were based on the fees' framework set out in page 21 of the Governance Report of the 2017 Annual Report.

1. In addition to the Directors' Fees set out above, Mr. Lim Ah Doo also received car-related benefits (S\$4,573.91).
2. Appointed on 1 December 2018.
3. Appointed on 1 October 2018 as co-opted member.
4. Stepped down on 31 July 2018.
5. Stepped down on 1 December 2018.
6. Fees paid as Independent and Non-Executive Chairman of Caraway Pte. Ltd., a 75:25 joint venture subsidiary of the Company.

## Remuneration policy for Executive Directors and other key executives

The Company's remuneration philosophy is aimed at attracting, retaining and motivating Executive Directors and key executives through a framework which rewards performance and achievement of the Company's strategic objectives.

The HRCC recognizes that the Company operates in a multinational environment and reviews remuneration through a process that considers the Group's businesses and individual performance, as well as relevant comparative remuneration in the market. In considering comparative remuneration in the market, the HRCC seeks to maintain an awareness of the level of pay and practices by peer companies so as to keep pay market competitive while mitigating increase of pay that is disconnected from actual performance. The performance evaluation for Executive Directors and key executives have been conducted with the considerations as indicated in the table below.

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### Aligned with interests of shareholders and other stakeholders

- Align interests between management and shareholders.
- Select appropriate performance metrics for annual and long-term incentive plans to support business strategies and ongoing enhancement of shareholder value
- Allow for performance-related clawback if long-term sustained performance targets are not met

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### Remuneration is linked to performance

- Measure performance based on a holistic balanced scorecard approach, comprising both financial and non-financial metrics
- Ensure targets are appropriately set for threshold, target, stretch and exceptional performance levels

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### Remuneration is appropriate and proportionate to sustained performance and value creation

- Ensure that the link between performance and remuneration is clear

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### Remuneration structure

The remuneration structure is designed such that the percentage of the performance-related components of the Executive Directors and key executives remuneration increases as they move up the organization. To remain competitive, the Company aim to benchmark executives' compensation with that of similar performing companies and remain in the top 25 percentile, taking into consideration the individual's

performance, qualification and experience. The Company advocates a performance-based remuneration system that is flexible and responsive to the market. The total remuneration comprises 3 components: an annual fixed cash component, an annual performance incentive and a long-term incentive. Executive Directors are not entitled to either base fees or fees for membership on Board Committees. Remuneration for Executive Directors currently comprises a base salary, a performance bonus tied to the Company's and the individual's performance, and participation in the OSGP.

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### Base salary

- The annual fixed component consists of the annual basic salary and other fixed allowances.
- The base salary reflects the market worth of the job but may vary with responsibilities, qualifications and the experience that the individual brings to the role.

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### Performance incentive

- The annual performance incentive is tied to the Company's and individual executive's performance.
- The annual performance incentive is designed to support the Group's business strategy and the ongoing enhancement of shareholder value.

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### Long-term incentive

- The long-term incentive is granted based on the individual's performance and contribution made.
- Long-term incentives reinforce the delivery of long-term growth and shareholder value to drive an ownership culture and retain key talent.

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### Policy

- The Company contributes towards the Singapore Central Provident Fund where applicable to the individual.

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### Employee Share Grant Plan

- The Company had adopted the new Olam Share Grant Plan (OSGP) at the 2014 AGM. The OSGP involves the award of fully-paid shares, when and after pre-determined performance or service conditions are accomplished.
  - Any performance targets set under the OSGP are intended to be based on longer-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth.
  - Details of the OSGP including its objectives, key terms, potential size of grants, methodology of valuation, market price of shares that were granted as well as outstanding, and the vesting schedule may be read as part of the Financial Report.
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The Company currently has 8 top key executives who are not Directors. Information on the compensation paid to all Directors (including Executive Directors) and key executives is summarily provided in the notes to the Financial Statements of the Financial Report.

In considering the disclosure of remuneration of the Executive Directors and top 8 key executives, the HRCC opined that the information provided on the framework, system and component of the remuneration of Executive Directors and the key executives would better provide shareholders with an understanding of the role played by the HRCC in ensuring that the remuneration paid is appropriate and proportionate to the sustained performance and value creation of the Company including taking into account the strategic objectives of the Company. The HRCC also considered the industry conditions in which the Group operates, the impact of the disclosure of specific compensation and the confidential nature of the Executive Directors' and key executives' remuneration.

Level and mix of remuneration of Executive Directors for the year ended 31 December 2018

Remuneration band	Base/fixed salary	Variable or performance related income/bonuses	Benefits in kind	Total	Options	Share Grant
<b>S\$2,000,000 and above</b>						
Sunny George						
Verghese	17%	79%	4%	100%	15,000,000 <sup>1</sup>	2,066,057 <sup>3</sup>
Shekhar Anantharaman	25%	75%	-	100%	5,000,000 <sup>2</sup>	1,537,795 <sup>4</sup>

1. The subscription/exercise price of S\$2.35 per share for 15,000,000 share options is the price equal to the average of the last dealt prices for a share for the 5 consecutive market days preceding the date of grant.
2. The subscription/exercise price of S\$2.28 per share for 1,750,000 share options and S\$1.76 per share for 3,250,000 share options is the price equal to the average of the last dealt prices for a share for the 5 consecutive market days preceding the date of grant.
3. Share grant of 2,066,057 comprised of 1,280,147 Performance Share Awards and 785,910 Restricted Share Awards granted pursuant to the Olam Share Grant Plan. The actual number of shares to be delivered pursuant to the 410,000 Performance Share Awards granted will range from 0% to 192.5% of the base award and 870,147 Performance Share Awards granted will range from 0% to 200.0%, both of which are contingent on the achievement of pre-determined targets set out in the 3-year performance period and other terms and conditions being met.
4. Share grant of 1,537,795 comprised of 974,826 Performance Share Awards and 562,969 Restricted Share Awards granted pursuant to the Olam Share Grant Plan. The actual number of shares to be delivered pursuant to the 350,000 Performance Share Awards granted will range from 0% to 192.5% of the base award and 624,826 Performance Share Awards granted will range from 0% to 200.0%, both of which are contingent on the achievement of pre-determined targets set out in the 3 year performance period and other terms and conditions being met.

Remuneration band of the top key executives for the year ended 31 December 2018

Remuneration band	No. of executives
S\$1,500,000 and above	3
Below S\$1,000,000	5

Remuneration of employees who are immediate family members of a Director or the Group CEO

No employee of the Company and its subsidiaries whose remuneration exceeded S\$100,000 during the year under review was an immediate family member of a Director or the Group CEO. Immediate family member is defined as a spouse, child, adopted child, step-child, brother, sister or parent.

# Board Risk Committee (BRC)



## Marie Elaine Teo

Chairman



Sanjiv Misra

Yap Chee Keong

Shekhar Anantharaman (appointed 4 January 2018)

Kazuo Ito (appointed 1 December 2018)

Mitsumasa Icho (stepped down 1 December 2018)

Sunny George Verghese (stepped down 4 January 2018)

### Accountability and audit

The Board is responsible for the governance of risk and along with the BRC and AC, which are supported by various functions, ensures that Management maintains a sound system of risk management and internal controls and instills the appropriate culture throughout the Company, for effective risk governance to safeguard the interests of the Company and its shareholders.

To assist the Board in carrying out its responsibility of overseeing the Company's risk management framework and policies, the BRC Committee was established in 2005. The BRC met 4 times during the year.

The BRC has oversight of the following matters:

- To review with Management the Group's framework, guidelines, policies and systems to govern the process for assessing and managing risks;
- To review and recommend annual risk limits and trading risk budgets;
- To review benchmarks for, and major risk exposures from, such risks;
- To request, receive and review reports from management on risk exposures;
- To identify and evaluate new risks at an enterprise level and to table a report to the Board;
- To review the Group Risk Dashboard, the Enterprise Risk Scorecard and the Risk Appetite Framework and to escalate to the Board as appropriate;
- To review market compliance updates and issues reported; and
- To review annually the Insurance Strategy and Plan.

The Company complies with the recommendations contained in the Code and the Risk Governance Guidelines issued by the Corporate Governance Council in the approach to risk governance for the Group. The Company has robust mechanisms and systems to identify risks inherent in the Group's business model and strategy, risks from external factors and other exposures, and to monitor the Company's exposure to key risks that could impact the business sustainability, strategy, reputation and long-term viability of the Group. The Board along with the BRC supported by the Chief Risk and Compliance Officer ("CRCO") and the Risk Office instills the right culture throughout the Company for effective risk governance.

The BRC Chair actively engages with the risk management team on various risk matters as well as the matters to be discussed at each BRC meeting. The BRC periodically reviews its terms of reference taking into consideration the Risk Governance Guidelines and the Code as well as the changing needs of the organization.

### **Risk Governance Structure**

The Group has an institutionalized process in the governance of risk management matters. The CRCO is a member of the Executive Committee and reports to both the Group CEO and the BRC Chair.

The Risk Office reports to the CRCO and is responsible for identifying, assessing, measuring and monitoring risks, to provide the Company's senior management and the Board with assurance that all the risks borne by the Company are within its risk limits. The Risk Office is responsible for risk monitoring and control on an independent basis and undertakes regular stress-testing of the Company's portfolio.

The Company sets risk limits as part of the annual budgeting cycle, which are presented to the Board for approval. These limits include outright, basis, structure, arbitrage and Value-at-Risk (VaR) as well as credit and counterparty limits. The CRCO is mandated to allocate the risk capital across businesses considering the competitive position, trading and market conditions and the track record of each business. Performance is continuously monitored, and risk capital allocation is recalibrated where necessary. Limits are set at business unit and value-chain step level.

### **Enterprise Risk Management**

The Company continually upgrades its risk management methodology to keep in line with industry best practices. The Company has a risk management framework designed to rigorously identify and assess the likelihood and impact of risks, and to manage the actions necessary to mitigate impact. The process identifies risk from a top-down strategic perspective and a bottom-up business perspective. The Company takes a holistic approach to enterprise-wide risk, monitoring across each value-chain step and a wide range of both quantifiable and non-quantifiable risks.

In 2017, the Company's Enterprise Risk Management framework defined 51 individual risks across 11 categories. The oversight of each of the 51 risks is divided among the 5 Board Committees, namely, the BRC, AC, CIC, CRSC and HRCC. During 2018, two new risks were introduced under the purview of CRSC, increasing the total to 53 risks. Of these risks, 16 are evaluated on a quantitative basis and represented in the company's Group Risk Dashboard ("GRD"), the output of which is presented to the BRC quarterly. The Enterprise Risk Scorecard ("ERS") is the result of an assessment of each of the 53 risks for likelihood of occurrence and impact. Each risk is evaluated for each business unit using a traffic-light system of red-amber-green. The ERS is also presented to the BRC on a quarterly basis which, in conjunction with the GRD assists the

Board with (i) examining the effectiveness of the Company's risk management plans, systems, processes and procedures and (ii) reviewing Company-wide risk policies, guidelines and limits, as well as risk exposure and risk treatment plans. The Company's Enterprise Risk Management framework was further strengthened during FY18 through the introduction of the Risk Appetite Framework. The approach for Risk Appetite was developed taking into various factors including trading and operational risk, capital and liquidity risk, regulatory compliance risk, internal compliance risk and concentration risk. The Risk Office ensured finalization of the boundary conditions with the respective functional leads and Board Committee Chairs.

### **Risk Measurement, Market Compliance Controls, Risk Training and Communication**

The BRC is advised by the CRCO and Risk Office on the risk measurement methodology adopted and any changes in methodology in line with industry best practices.

One of the Company's key priorities is to comply with the highest standards of business conduct. The Market Compliance Office (MCO) is responsible for ensuring regulatory compliance for the Company's derivative trading units globally. The MCO maintains and enforces a comprehensive derivative trading compliance program which includes formal onboarding to ensure that new hires are fully aware of the Company's trading compliance manual. Regular training sessions are conducted on an ongoing basis to ensure that the traders' knowledge and awareness of exchange rules is kept current. MCO monitors Company exposures against exchange limits on a daily basis and oversees a trade surveillance program. The BRC receives a quarterly update on the status of trading compliance, initiatives and changes in global regulatory laws and regulations impacting the Company's business and participation on exchanges. From time to time, the Company's MCO publishes compliance advisories on pertinent trading matters to raise awareness and to promote industry best practice.

This section should be read in conjunction with the section on Risk Management in the Strategy Report of the 2018 Annual Report and the section on internal control in this report.

## Audit Committee (AC)



### Yap Chee Keong

Chairman



Nihal Vijaya Devadas Kaviratne CBE

Yutaka Kyoya

Marie Elaine Teo (appointed 1 October 2018)

Rachel Eng Yaag Ngee (stepped down 31 July 2018)

All the members of the Audit Committee (AC) are Non-Executive Directors with a majority of members including the AC Chair being independent. Members of the AC have significant and varied experience and backgrounds in accounting, financial management-related and legal fields.

The AC met 6 times during the year under review. The AC Chair also meets with the Management team and internal and external auditors prior to each AC meeting to discuss and review matters to ensure the AC is provided with comprehensive information or additional assurance that maybe required. The AC has established terms of reference approved by the Board and has explicit authority to investigate any matter within its terms of reference. The key functions of the AC are to:

- Assist the Board in discharging its statutory and other responsibilities on internal controls, financial and accounting matters, operational, compliance and information technology controls, and business and financial risk management policies and systems; and to ensure that a review of the effectiveness of the same (which may be carried out by the external or internal auditors) is conducted at least annually;
- Review with the external auditors their audit plan, their evaluation of the system of internal controls, their report and management letter to the AC, Management's response, and the allocation of audit resources according to the key business and financial risk areas as well as the optimum coverage and efforts between the external and internal auditors;
- Review the quarterly and annual financial statements before submission to the Board of Directors for approval, focusing in particular on changes in accounting policies and practices, major operating risk areas, the overview of all Group risk on an integrated basis, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards, and compliance with any SGX and statutory/regulatory requirements;
- Review the proposed scope of the Internal Audit function, the performance of the Internal Audit function, Internal Audit findings and to approve the Annual Internal Audit Plan and as and when there are changes to the plan;
- Review the internal controls and procedures and ensure coordination between the external auditors, the internal auditors and Management, reviewing the assistance given by Management to the auditors, and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management where necessary);
- Review and discuss with the internal auditors, external auditors and Management any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has, or is likely to have, a material impact on the Group's operating results or financial position, and Management's response to the same;
- Consider the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal of the auditors;
- Review the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the external auditors, annually;
- Review interested person transactions falling within the scope of Chapter 9 of the Singapore Exchange Listing Rules;
- Undertake such other reviews and projects as may be requested by the Board of Directors and report to the Board of Directors its findings from time to time on matters arising and requiring the attention of the AC; and
- Undertake such other functions and duties as may be prescribed by statute and the Listing Rules or recommended by the Code and by such amendments made thereto from time to time.

The external auditors update the AC at its quarterly meetings on any changes to the accounting standards, issues and developments with a direct impact on financial statements.

The AC has clear authority to investigate any matter within its terms of reference, full access to and cooperation of the Management and full discretion to invite any Director, key executive or officers of the Company to attend its meetings. The Group COO, Group CFO, Global Head for Corporate Finance, the President and Head of Internal Audit and the external auditors are invited to attend these meetings.

The AC has also met with the President and Group Head for Strategic Investments and Shared Services, along with the Global Head for Tax to review the group tax structure management, compliance and reporting, transfer pricing, etc. The Chief Information Security Officer, the Group General Counsel and the EU Head of Compliance also met with the AC on matters relating to information security, global regulations impacting the group and the key legal policy, as well as, the operationalisation of the policies.

To enable it to discharge its functions properly, the AC, through Management, has access to external counsels and consultants.

#### **Financial Reporting and Key Audit Matters**

The external auditors and Management interact and held frequent discussions with the AC Chair and/or the AC throughout the year on the key areas of focus for audit, identifying early the Key Audit Matters, which enable better oversight of the business and entities. For the year under review, the AC discussed with Management and the external auditors salient accounting issues with an impact on the financials of the Company, changes in accounting policies and practices, major operating risk areas, the overview of all Group risk on an integrated basis, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards, compliance with any SGX and statutory/regulatory requirements, and reviewed with Management and the external auditors the matters of significance in the audit of the financial statements. The AC concurs with the basis and assessment of the Key Audit Matters disclosed in the Independent Auditors' Report of the Financial Report section of the 2018 Annual Report.

#### **External auditors**

During the year in review, on the recommendation of the AC, the Board decided to undertake a thorough review of the appointment of its external auditors. The Company invited the big 4 accounting firms in

Singapore to submit their proposals to be selected as the external auditors for the Company.

The AC together with management adopted a rigorous process in the selection of the auditing firm, taking into account factors such as the performance and quality of the audit, the size and complexity of the business, the size and coverage of the auditing firm, the independence of the proposed auditor. The AC and management conducted in-depth discussions on which auditing firm's proposal would best suit the needs of the Company, including reviewing the references of the proposed auditing partner. Following the decision to appoint the auditing firm, the AC and management conducted post-decision conversations with each of the accounting firms. Following the rigorous selection process, the AC recommended, and which was approved by the Board, the re-appointment of Ernst & Young as external auditors. As the Group has a wide geographical spread of businesses, it was important to the Company that its selected auditing firm appreciated and understood how its businesses in those geographical areas would operate, the level of engagement required as well as the resources allocated to the external audit of the Company. Pursuant to the requirements of SGX, an audit partner may only be in charge of 5 consecutive annual audits. Ernst & Young had met this requirement and the Company had complied with the requirements on Rules 712, 713 and 715 of the Listing Manual issued by SGX in relation to the appointment of auditors.

The role of the external auditors is to report their findings and recommendations independently to the AC. During the year, the AC reviewed the unaudited financial statements of the Company before the announcement of the financial results and the audited financial statements prior to despatch to shareholders. The AC along with Management reviewed the adequacy, structure and content of its results announcements to enable easier interpretation and analysis by its stakeholders. The AC also reviewed with the external auditors changes and proposed changes to the financial reporting standards and the impact on the Company's financial statements, tax matters, policies and global developments and their audit on the Company's systems of internal control.

The Committee met with the external auditors during the year under review, without the presence of the Management Team, to discuss with them any issues of concern. The AC reviewed the nature and extent of all non-audit services performed by the external auditors to establish their independence and objectivity.

From the review, the AC has confirmed that the non-audit services performed by the external

auditors would not affect their independence. Details of the fees payable to the external auditors in respect of audit and non-audit services are set out in the notes to the financial statements of the Financial Report. The Company has complied with Rule 712, and Rule 715 read with Rule 716 of the Listing Manual of the SGX-ST in relation to its auditing firms.

Taking all relevant factors into consideration, the Committee made its recommendation to the Board to re-appoint the current auditors, which was endorsed by the Board.

#### **Internal audit**

The Internal Audit function (IA) is an important line of defence for the Company; central to the overall Integrated Assurance Framework as well as the governance process. IA provides a source of confidence to both Management and the AC that there is sound managerial control over all aspects of the operations of the Group including statutory compliance, accounting, asset management and control systems.

The AC annually assesses the composition and the make-up of the IA team. Regular review of the IA team in terms of its size and adequacy of skills and resources, is conducted in order to keep up with the ever-changing needs of the Group's businesses and to ensure that internal audits are performed effectively.

The President and Global Head of Internal Audit, Rajeev Kadam, reports directly to the Chairman of the AC. The AC participates in the appointment, replacement or dismissal and the evaluation of the Head of Internal Audit. The IA team includes members with relevant qualifications and experience. Internal audit is carried out according to the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The IA team has full, free and unrestricted access at all times to all books, personnel, documents, accounts, property, vouchers, records, correspondence and other data of the Company. The internal auditors also have the right to enter any premises of the Group and to request any officer to furnish all information and such explanations deemed necessary for them to form an opinion on the probity of action and adequacy of systems and/or controls.

As part of the Integrated Assurance Framework, the AC regularly reviews the scope of the internal audit carried out by the IA team to ensure that it is comprehensive and includes all key operational, financial and related activities. The internal audit coverage extends to all areas of the Company and its controlled entities and includes financial, accounting, administrative, computing and other

operational activities. An internal compliance monitoring system is in place as a self-assessment tool for monitoring the performance of the business units on key control aspects and processes. The IA also works closely with management to promote effective risk management and robust risk internal control.

The AC reviews the proposed scope and performance of the IA function, internal audit findings (including fraud reporting and complaints received from the whistleblowing channel) and management response, and the Annual Internal Audit Plan. It ensures that no limitation on audit has been imposed.

During the year in review, the AC and IA collectively assess and agree on the scope and frequency with which each entity/operation is to be audited. This enables them to manage their resources in the most efficient manner. Following on from the IA's findings, the AC will assess actions taken to address the issues and to mitigate the risks as well as the improvements undertaken. Where no or minimal action has been taken to minimize the risk, the AC and Board will seek a response from the specific Group business unit concerned. This system empowers the IA and ensures that the source of any risk is addressed promptly. The internal audit findings are tracked and included as key performance indicators in managers' performance evaluation systems, to ensure the desired influence on behaviour.

During the year under review, the AC carried out a detailed review of the role, adequacy and effectiveness of the IA, the work done under the Internal Audit Plan, the adequacy of the reports tabled by the IA, the independence of the Function and its standing. The AC also met with IA, without the presence of Management, to discuss any issues of concern.

The AC is satisfied that the IA team is effective, independent and has appropriate standing within the Company. With the evolving nature of concerns and issues, the IA continues to resource itself with specialist auditors as well as employ the use of technological tools to provide assurance on the effectiveness of the internal processes and risk management.

#### **Whistleblowing**

The Company is committed to a high standard of ethical conducts and adopts a zero tolerance approach to fraud and corruption. The Company has put in place the Code of Conduct (CoC) and the Anti-Bribery and Corruption Policy (ABC Policy). As the Company continues to look towards the future of the Group's business and navigate an ever more challenging world, the elements of the CoC and ABC

Policy continues to take on increasing significance. The CoC provides one of the guiding frameworks to help the Company achieve its core purpose of "Growing Responsibly". The CoC provides the key standards and policies that everyone working in and for the Company, including Directors, should adhere to. The CoC also encourages and provides a channel for employees to report possible improprieties, unethical practices, etc. in good faith and confidence, without fear of reprisals or concerns. All information and reports are received confidentially to protect the identity and the interest of all whistleblowers. To ensure that all incidents that are reported are adequately brought to the notice of the stakeholders concerned as well as to initiate corrective action, a reporting structure is provided in detail in the CoC.

A simple communication channel to allow anonymous reporting of any fraud, misappropriation, improprieties or unethical practices is set out in the CoC. A completely anonymous online report may be made using a reporting link <http://www.jotform.me/iaolamin/FraudInformationChannel>. Any report so made reaches the Internal Audit department immediately. An alternative to the above for reporting a fraud can be by email sent directly to the Internal Audit department at [ia@olamnet.com](mailto:ia@olamnet.com). Report can also be made by mail to the Head of Risk and Compliance. The phone line to the Compliance Officer is 65 6339 4100 (ask for the compliance officer).

To safeguard the whistleblower from retaliation, should employees suspect that they are being targeted or have actions taken against them in retaliation for raising a compliance or integrity issue, they should immediately report such suspicions using the communication channels provided in the CoC and as set out above.

The implementation of the CoC and ABC Policy has been communicated to the employees of the Company and is posted on the Company's intranet. The CoC is also available on the Company's website at [olamgroup.com](http://olamgroup.com). Globally, employees have undergone online training to familiarize with the ABC Policy. Periodic reminders and updates on the CoC and ABC Policy are communicated to all staff as part of the Company's efforts to promote strong ethical values.

#### Internal controls

The Company's internal controls processes are regularly strengthened to take into account the changing needs of the Group's businesses. The Company's internal controls structure consists of the policies and procedures established to provide reasonable assurance that the organisation's related objectives will be achieved, the enterprise risk management framework to examine the

effectiveness of the Company's risk management plans, systems, processes and procedures, the In-Business Control framework implemented across the geography and entities where the Company operates, the Integrated Assurance Framework implemented across all Functions, the audit by internal auditors including any specialised audit commissioned and the work done by external auditors.

Olam has established authorisation and financial approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments. Apart from reserved matters that require the Board's specific approval, such as the issue of equity and dividend and other distributions, Board approval is required for capex transactions, investments and divestments exceeding certain threshold limits, while delegating authority for transactions below those limits to Board Committees and Management to optimise operational efficiency.

The Standard Operating Procedure (SOP) and Field Operations Manual (FOM) policies prescribe the process and documentation requirements for all our procurement, grading, sorting, processing, storage, transits and shipment of our products. Strict adherence to the SOP and FOM is the key to our control over financial and operational risks. To ensure compliance, periodical internal and external audit reviews are routinely carried out.

In 2018, Management in consultation with the AC further improved on the In-Business Control (IBC) framework implemented since 2016 to capture the inherent level of risk, its impact, the monitoring frequency and the risk owners. The year in review is the first full year in which the IBC framework has been fully rolled out to all the countries within the Group's presence. To date, the IBC covers 6 major risk areas and 34 controls across 70 countries and 170 legal entities. Some of the risk areas include capex execution and monitoring; credit control-trade debtors, credit control-advance to suppliers and inventory control, etc. The IBC Framework forms part of the integrated assurance framework, which includes the Risk Dashboard and the work done by Internal Audit.

The IBC framework has allowed the Company to pre-emptively understand and appreciate the key business risks faced by each sector for the next quarter and allows them to take on a focused and detailed approach to manage the risks identified.

### **Integrated assurance**

The Company has in place an Integrated Assurance Framework to ensure the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls, and risk management systems.

The Board has received assurance from the Group CEO, the Group COO and the Group CFO that:

- the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- from their review with the risk owners of their assessments of the standard operating procedures framework, escalation reporting, breaches and assurance processes, they are satisfied with the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the work performed under the integrated assurance framework, the work performed by the control functions, the internal and external auditors, the assurance received from the Group CEO, the Group COO and the Group CFO as well as the reviews undertaken by various Board Committees:

- the Board, with the concurrence of the BRC, is of the view that the Group's risk management systems are adequate and effective; and
- the Board, with the concurrence of the AC, is of the opinion that the internal controls, addressing the financial, operational, compliance and information technology controls of the Company, are adequate and effective to meet the needs of the Group in its current business environment.

The Board notes that whilst the internal audit and the internal controls systems put in place by Management provide reasonable assurance against material financial misstatements or loss, and assurance reliability, relevance and integrity of information (including financial information), completeness of records, safeguarding of assets, effectiveness and efficiency of operations and compliance with applicable policies, laws and regulations, it is opined that such assurance cannot be absolute in view of the inherent limitations of any internal audit and internal controls system against the occurrence of significant human and system errors, poor judgement in decision-making, losses, fraud or other irregularities.

## Capital and Investment Committee (CIC)



### Sanjiv Misra

Chairman

Lim Ah Doo	
Sunny George Verghese	
Marie Elaine Teo	
Yap Chee Keong	(appointed 4 January 2018)
Kazuo Ito	(appointed 1 December 2018)
Jean-Paul Pinard	(stepped down 1 March 2019)
Shekhar Anantharaman	(stepped down 1 March 2019)
Mitsumasa Icho	(stepped down 1 December 2018)

The CIC meets every quarter, and more often if required, either by way of physical meetings or via telephone conference.

The purpose of the CIC is to assist the Board to review the current businesses and current/proposed strategic plan, the critical issues and challenges that will face the Board in the future, in particular its core business, existing and proposed investments and investment strategy; to identify and review capital raising opportunities and plans; to consider the long term prospects of the Company's strategic investments.

The CIC is governed by established terms of reference and has oversight of the following matters:

- Review and recommend for approval of the Board, the overall capital structure, gearing and net debt norms for the Company.
- Establish a policy on approval limit for capital expenditure and acquisitions
- Review and approve (or recommend to the Board for approval) the Company's operating and capital expenditure budgets annually, and review performance against these budgets on a periodic basis.
- Review periodically the performance of investments and acquisitions made by the Company, its subsidiaries or associates against the investment thesis.
- Review and recommend for approval of the Board, any new equity capital raising or issuance of any equity linked instruments, including convertible bonds and perpetual securities.
- Review and approve the Annual Financing Plans (debt raising or refinancing).
- Review investment policy guidelines and capital expenditure plans against the same.
- Consider and approve all capital expenditure, acquisition and/or divestment proposals pursuant

to the policy on approval limit for capital expenditure and acquisitions.

- Monitor interest rate trends and implications.
- Review and assess the adequacy of foreign currency management.

In 2018, the CIC met 5 times. The CIC reviewed its terms of reference, the policy governing the authority limits of Management, the CIC and the Board in respect of capital expenditure and divestments, the financing plans and authority of Management arising thereto, the findings reported under the Integrated Assurance Framework where CIC has oversight and the Risk Appetite Framework.

A semi-annual review of the progress of all investments made to date was also carried out by the CIC. Under the revised Enterprise Risk Management framework, the CIC also provides oversight on certain risk category and risk events.

The CIC has access to any member of the team in its review of investments and divestments, and actively engages the Management Team and consultants when deliberating on any investment or divestment proposal.

# Corporate Responsibility and Sustainability Committee (CRSC)



## Jean-Paul Pinard

Chairman



Nihal Vijaya Devadas  
Kaviratne CBE

Yutaka Kyoya

Sunny George Verghese (appointed 4 January 2018)

Shekhar Anantharaman (stepped down 4 January 2018)

Marie Elaine Teo (stepped down 1 October 2018)

At Olam, we believe that profitable growth, as a way of doing business, needs to reflect a creation of value that is ethical, socially responsible and environmentally sustainable. We have called this 'Growing Responsibly'.

As an agriculture company, how we manage social and environmental issues are common questions from across a broad spectrum of stakeholders. To help achieve this overall objective of Growing Responsibly and respond to stakeholders' concerns, we have established a dedicated Corporate Responsibility and Sustainability (CR&S) Function, and embedded sustainability experts in businesses across the world.

The CRSC met 5 times during the year. The terms of reference of this Committee include:

- To review and recommend to the Board the CR&S vision and strategy for the Group;
- To oversee the integration of CR&S perspectives into the Company's strategy and businesses;
- To review global CR&S issues and trends and assess their potential impact on the Group;
- To review the state of the Group's health and safety measures and status;
- To monitor implementation, through the CR&S function, strategy as well as policies and investments in the CR&S area;
- To review the progress made on various initiatives;
- To support Management's response to crisis, where required;
- To review the Company's report and statement on sustainability activities, commitment and involvement and its (Olam) Livelihood Charter; and
- To review the adequacy of the CR&S function.

The CRSC actively engages the CR&S function headed by Dr. Christopher Stewart with oversight by

Gerard Manley, a member of the Executive Committee, in the formulation and implementation of various sustainability policies and projects.

The CRSC also plays a pivotal role in monitoring the state of health and safety of our employees, ensuring a culture of zero tolerance to fatality. As such, it reviews the health and safety report from MATS on a quarterly basis.

During the year under review, the Committee held an offsite to review and discuss the Olam CR&S Vision and CRS framework, AtSource, CRS strategy and activities at the Business Unit level, integrated reporting and integrated impact statement as well as integrated reporting and integrated impact statement. The Committee also reviewed and discussed the Company's engagement with the Non-Governmental Organisations in the sustainability sphere as well as the approach to the global environmental and social issues. The Company proactively enters into discussions with interested Non-Governmental Organisations and informs stakeholders of the practices it has developed to reflect its philosophy of conducting business in an ethical, socially responsible and environmentally sustainable manner. The CRSC also reviewed various Company policies such as the Fair Employment Policy and the Olam Living Landscape Policy, and discussed the framework of other sustainability-related policies, seen as critical to the ongoing activities of the Company. The Committee actively monitors how corporate responsibility and sustainability issues, and the reporting by Management on such issues, are incorporated in the Company's pursuit of various investments. As part of the CRSC's engagement on corporate responsibility and sustainability matters concerning the Group's business and operations, the Chairman and members of the CRSC may, collectively or individually, visit some of the Company's global operations, along with members of the Management Team, to gain deeper insights into the CR&S activities on the ground.

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**Principle 11:  
Shareholders'  
rights**

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**Principle 12:  
Engagement with  
shareholders**

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**Principle 13:  
Managing  
stakeholders  
relationships**

**Stakeholders**

Given the extent of our business – sourcing, trading, growing, processing and distributing crops and industrial raw materials, many considered to be 'high-risk' sustainability-wise, and many in emerging markets, Olam has a wide and diverse stakeholder base. Engagement therefore happens at every level of the business, across products, geographies and functions. Our stakeholders include:

- Employees and contract workers;
- Investors;
- Large and small-scale farmer suppliers;
- Communities;
- Customers from multi-national brands and retailers to SMEs;
- Campaigning NGOs;
- Technical NGOs who are partners in many cases;
- Financiers, including Development Finance Institutions;
- Governments;
- Regulatory bodies such as the commodity exchanges;
- Industry standard bodies;
- Trade associations;
- Certification partners;
- Foundations; and
- Research Institutions.

We have provided throughout the Annual Report notable engagements and stakeholder concerns during 2018. You may also refer to the section on Engaging Stakeholders in the Strategy Report.

**Enhancing investor communication**

At Olam, we believe it is important for us to communicate our business, strategic developments, financial, environmental, social and governance and other non-financial information to shareholders, investors, analysts (collectively referred to as the investing community) and key intermediaries (including financial media, brokers and independent research organisations) who provide research and information on the Company. Concurrently, we aim to understand their perspectives and requirements for decision-making and improve two-way communication.

Since the 2014-2016 Strategic Plan, one of our strategic priorities has been to promote a better understanding of Olam's business by enhancing stakeholder communication. We have supplemented our Company disclosure with details on investment performance and held investor days and field visits to Olam's operational sites.

To facilitate better understanding and analysis, we have improved the structure and content of our results announcements by publishing a quarterly Management Discussion and Analysis (MD&A) statement, which includes a business commentary, key operational and financial highlights and a detailed review of financial performance.

We have also produced additional corporate literature, such as 'Olam Insights' since 2015, a newsletter for investors that features our different business platforms and profit centres around the world.

The Group Investor Relations department has lead responsibility for enhancing communication with the investing community, with the active involvement of the Group CEO, Group COO and Group CFO, and in consultation with the Global Corporate Responsibility and Sustainability department on environmental, social and governance issues.

In order to track and measure progress against our targets as stated in the Strategic Plan, we have also introduced new key financial metrics and enhanced the quality of our financial information.

**Delivering quality and timely information in a transparent manner**

We aim to deliver information to the investing community and key intermediaries in a timely manner. We hold media and analysts' conferences quarterly to announce our financial and operating results. These quarterly results briefings are webcast live to cater to global audiences. The full financial statements, press release, MD&A and presentation materials provided at the conferences are disseminated through the SGXNET onto the SGX website outside trading hours, uploaded onto the Company's website and disseminated by email to subscribers to our news alerts and investor relations mailing list.

In addition to the quarterly results briefings, we hold media and analysts' conferences and teleconference calls to communicate important corporate developments. Such media and analyst conferences are also webcast live.

Our investor relations website ([olamgroup.com/investors.html](http://olamgroup.com/investors.html)) is the go-to resource for the investing community for quality and timely information. Besides announcements, it contains Company news, investor presentations, earnings webcasts, transcripts of earnings conference calls, historical financial information on spreadsheets, annual reports, consensus estimates, upcoming events, shareholding structure and dividend information. In 2018, we added a financials dashboard onto our website. This financials dashboard is an interactive financial analysis tool that provides a comprehensive overview of our Company's financial performance and allows investors to search, display and download historical financial data for trend analysis.

#### Engaging the investing community

Apart from these forums, we hold meetings, telephone and video conference calls with the investing community to facilitate their understanding of the Company's business model and growth strategies. We conduct investment roadshows and participate in investment conferences on a selective basis. Where necessary, the frequency of conducting roadshows and attending investment conferences may increase to meet the Company's requirements of communicating important key messages and addressing market concerns.

#### Investor Relations activities in 2018

Date	Event
27 February	Briefing on 2017 results
25 April	23rd Annual General Meeting
14 May	Briefing on Q1 2018 results
14 August	Briefing on Q2 2018 results
14 November	Briefing on Q3 2018 results

The Group Investor Relations department periodically receives investor/analyst requests for meetings or conference calls to discuss the Company. Generally, we accede to all requests for meetings/calls where our schedule permits, provided these meetings/calls do not fall within the closed periods prior to the announcement of financial results.

In addition to outreach programmes targeted at institutional investors, we maintain communication with our employee and retail shareholders, through our employee portal and shareholder communication services facilitated by the Securities Investors' Association of Singapore (SIAS) respectively.

#### Tracking changes in the shareholder base and interaction with the investing community

We track and monitor changes in our shareholder base regularly to help us tailor our shareholder engagement and targeting programmes.

We maintain an active electronic database of the investing community, which allows us to target investors and track every investor meeting so that we can measure the frequency and quality of conversations.

This system also enables us to deliver our Company results and announcements to the investing community electronically at the same time as these are disseminated through SGXNET so that investors have access to our information on a timely basis.

As the internet, social media and other mobile applications have become more accessible, we continue to leverage such means to achieve a greater and faster reach to the investing community and facilitate their research by providing on-the-go access to financial and non-financial information, webcasts, tweets and other resources.

#### Obtaining and acting on feedback from the investing community

We conduct investor perception surveys to seek the investing community's feedback on the Company. The study we undertook in 2013 informed our 2013 Strategy Review and helped formulate our 2014-2016 Strategic Plan. We hold dialogues with investors as part of our stakeholder consultation process prior to reviewing our Strategic Plans. We also commission annual surveys with the investing community to gather their feedback on annual reports.

#### Encouraging greater shareholder participation at Annual General Meetings (AGMs)

We regard the AGM as an opportunity to communicate directly with shareholders. We are committed to establishing more effective ways of communicating with our shareholders around the AGM. Shareholders are informed of these meetings through notices published in the newspapers or through circulars. To encourage more shareholder participation, our AGMs are held in Singapore's city centre, which is easily accessible by most shareholders.

Board members including the Chairman of all Board Committees, namely, the AC, BRC, CIC, COC, CRSC, GNC and HRCC, and key executives of the Senior Management Team, attend the AGM. Our external auditors are also present to assist the Directors in addressing shareholders' queries. The Group CEO or Group COO delivers a presentation to update shareholders on the Group's progress over the past year.

We treat shareholder issues, particularly those that require shareholders' approval, such as the re-election of Directors and approval of Directors' fees, as distinct subjects and submit them to the AGM as separate resolutions.

In support of greater transparency and an efficient voting system, the Company has been conducting electronic poll voting since 2011. Shareholders who are present in person or represented at the meeting will be entitled to vote on a one-share, one-vote basis on each of the resolutions by poll, using an electronic voting system.

Voting and vote tabulation procedures are declared and presented to shareholders in a video before the AGM proceeds. The Company appoints an independent scrutineer to count and validate the votes at the AGM. The independent scrutineer for the 23rd AGM was RHT Corporate Advisory. The results of all votes cast for and against in respect of each resolution, including abstaining votes, are instantaneously displayed at the meeting and announced on SGXNET after the AGM.

All Board members were present at the 23rd AGM:

#### **Chairman of the Board Committees**

Lim Ah Doo, Chair of the COC, GNC and HRCC

Yap Chee Keong, Chair of the AC

Marie Elaine Teo, Chair of the BRC

Sanjiv Misra, Chair of the CIC

Jean Paul Pinard, Chair of the CRSC

#### **Board Members**

Sunny George Verghese, Executive Director, Co-Founder and Group CEO

Nihal Vijaya Devadas Kaviratne CBE, Independent and Non-Executive Director

Yukaka Kyoya, Non-Executive Director

Shekhar Anantharaman, Executive Director and Group COO

Rachel Eng Yaag Ngee (stepped down on 31 July 2018), Independent and Non-Executive Director

Mitsumasa Icho (stepped down on 1 December 2018), Non-Executive Director

During the AGM, shareholders are given the opportunity to ask questions or raise issues. The questions and answers are recorded and detailed in the minutes. The Company currently provides shareholders with the minutes of all general meetings upon request. Starting from the 2019 AGM, minutes of all general meetings will be available on the Company's IR page at [www.olamgroup.com/investors](http://www.olamgroup.com/investors).

The Constitution of the Company provides the Board with the authority to approve the implementation of security measures to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or fax. Voting in absentia by mail or electronic means requires careful study and is only feasible if there is no compromise to either the integrity of the information and/or the true identity of the shareholder. The Company has decided, for the time being, not to implement voting in absentia.

As a practice, the Company provides an explanation on the dividend recommended at the AGM in the explanatory notes of the Notice to AGM. The Company does not have a fixed dividend policy. The Directors seek to recommend dividends consistent with the Company's overall governing objective of maximising intrinsic value for its continuing shareholders. Please refer to the explanatory note for more information.

#### **Recognitions**

Olam is named one of the Top 30 listed companies in the ASEAN Corporate Governance Awards under the ASEAN public listed companies category based on an assessment using the ASEAN Corporate Scorecard in 2017. The scorecard assesses the level of corporate governance practices of ASEAN's top 100 public listed companies by market capitalisation in each of the 6 ASEAN countries. The Company is also one of the two most improved companies in Singapore.

Olam's 2017 Annual Report was awarded Best Annual Report (Silver) at the Singapore Corporate Awards 2018. Launched in 2005, the Singapore Corporate Awards are umbrella awards for exemplary corporate governance practices for listed companies in Singapore, seeking to consolidate existing awards while introducing new awards in the area of corporate governance.

The Company was declared the Winner of Sustainability Award and Runner Up of the Most Transparent Company Award, Commerce, at SIAS 19th Investors' Choice Awards. The Singapore Corporate Governance Award is jointly developed by SIAS with the Centre for Governance, Institutions and Organisations (CGIO) of the NUS Business School to recognise listed companies that have excellent corporate governance practices and shareholder interests.

### Securities transactions

The Company is committed to transparency, fairness and equity in dealing with all shareholders and in ensuring adherence to all laws and regulations that govern a company listed and trading on the SGX-ST. The Employee Share Dealing Committee ("ESDC") was set up to formulate and review best practice in the dealing of securities by Directors, executives and employees.

Through the ESDC, the Company has a policy on dealings in securities of the Company in line with the SGX-ST Listing Rules for its Directors and employees, setting out the implications of insider trading and guidance on such dealings. The policy provides that the Company, its Directors and employees must not deal in the Company's securities at any time after a price-sensitive development has occurred, or has been the subject of a decision, until the price-sensitive decision has been publicly announced. Directors and employees are discouraged from short-term speculative trading in the Company's securities; personal investment decisions should be geared towards long-term investment. In particular, the Company, its Directors and executives will not deal in the Company's securities during the following periods:

- commencing 2 weeks prior to making public the quarterly financial results and ending at the close of trading on the date of the announcement of the relevant results; and
- commencing 1 month prior to making public the annual financial results and ending at the close of trading on the date of the announcement of the relevant results.

In keeping with the policy, Directors and employees of the Company are notified of close periods for dealing in the Company's securities as well as any special dealing restriction that may be imposed from time to time.

Directors who deal in the shares and any other securities of the Company are required to notify the Company within 2 business days of becoming aware of the transaction.

### Material contracts

There were no material contracts entered into by the Company or any of its subsidiaries involving the interests of any Director or controlling shareholder.

### Interested person transactions

All transactions with interested persons are reviewed by the internal auditors and reported to the AC for approval. The transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company or its minority shareholders. The Company's disclosures in respect of interested person transactions (IPT) for the financial year ended 31 December 2018 are as follows:

<b>Parties</b>	<b>FY2018 S\$</b>
Singapore Telecommunications Limited	915,921
SP Services Ltd	8,290
StarHub Ltd	1,070
DBS Bank Limited	684,351
Standard Chartered Bank	695,375
Mitsubishi International Corporation	427,246
MC Agri Alliance, Ltd	129,613,666
MS Commercial Pte. Ltd.	4,215,696
<b>Total</b>	<b>136,561,615</b>

In the event that any of the AC members has an interest in an IPT under review or any business or personal connection with the parties or any of its associates, the relevant AC member shall abstain from any decision-making procedure in respect of that IPT, and the review and approval of that IPT will be undertaken by the remaining members of the AC where applicable. If there is only 1 member of that approving authority or where all the members of the relevant approving authority of the IPT are conflicted, the approval from the next higher approving authority shall be sought.

Shareholders of the Company who are interested persons of an IPT shall also abstain from voting their shares on a resolution put to the vote of shareholders in relation to the approval of such IPT.

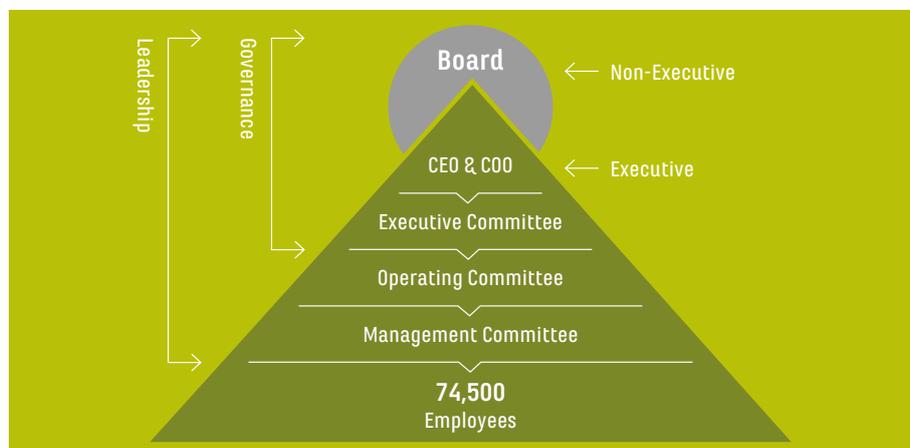
Directors who are deemed an interested person of an IPT that requires the approval of shareholders will abstain from voting his/her holding of shares (if any) on any resolution put to the vote of shareholders in relation to the approval of any IPT. Directors will also decline to accept appointment as proxy for any shareholder to vote in respect of such resolution unless the shareholder concerned shall have given specific instructions in his/ her proxy form as to the manner in which his/her votes are to be cast in respect of such resolution.

## Board Committee Membership – At a glance

Board	Membership	Board Committees	Date of first appointment
<b>Lim Ah Doo</b>	Chairman Independent Non-Executive	<ul style="list-style-type: none"> <li>• Council of Chairs (Chairman)</li> <li>• Capital &amp; Investment Committee</li> <li>• Governance &amp; Nomination Committee (Chairman)</li> <li>• Human Resource &amp; Compensation Committee (Chairman)</li> </ul>	1 November 2016 (assumed Chairmanship on 1 January 2017)
<b>Sunny George Verghese</b>	Executive Co-Founder and Group CEO	<ul style="list-style-type: none"> <li>• Capital &amp; Investment Committee</li> <li>• Corporate Responsibility &amp; Sustainability Committee</li> </ul>	11 July 1996
<b>Jean-Paul Pinard</b>	Independent Non-Executive	<ul style="list-style-type: none"> <li>• Council of Chairs</li> <li>• Corporate Responsibility &amp; Sustainability Committee (Chairman)</li> <li>• Human Resource &amp; Compensation Committee</li> </ul>	29 October 2008
<b>Sanjiv Misra</b>	Independent Non-Executive	<ul style="list-style-type: none"> <li>• Council of Chairs</li> <li>• Board Risk Committee</li> <li>• Capital &amp; Investment Committee (Chairman)</li> <li>• Human Resource &amp; Compensation Committee</li> </ul>	1 November 2013
<b>Nihal Vijaya Devadas Kaviratne CBE</b>	Independent Non-Executive	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Responsibility &amp; Sustainability Committee</li> </ul>	1 October 2014
<b>Yap Chee Keong</b>	Independent Non-Executive	<ul style="list-style-type: none"> <li>• Council of Chairs</li> <li>• Audit Committee (Chairman)</li> <li>• Board Risk Committee</li> <li>• Capital &amp; Investment Committee</li> <li>• Governance &amp; Nomination Committee</li> </ul>	1 December 2015
<b>Marie Elaine Teo</b>	Independent Non-Executive	<ul style="list-style-type: none"> <li>• Council of Chairs</li> <li>• Audit Committee</li> <li>• Board Risk Committee (Chairman)</li> <li>• Capital &amp; Investment Committee</li> </ul>	1 December 2015
<b>Yutaka Kyoya</b>	Non-Executive	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Responsibility &amp; Sustainability Committee</li> <li>• Governance &amp; Nomination Committee</li> </ul>	1 November 2015
<b>Kazuo Ito</b>	Non-Executive	<ul style="list-style-type: none"> <li>• Board Risk Committee</li> <li>• Capital &amp; Investment Committee</li> <li>• Human Resource &amp; Compensation Committee</li> </ul>	1 December 2018
<b>Shekhar Anantharaman</b>	Executive Group Chief Operating Officer	<ul style="list-style-type: none"> <li>• Board Risk Committee</li> </ul>	1 April 1998

## Corporate Information

# Leadership Team



### Executive Committee

Sunny George Verghese Shekhar Anantharaman Jagdish Parihar	Gerard Anthony Manley Vivek Verma Ashok Krishen	Ashok Hegde Srivathsan Venkataramani Greg Estep	KC Suresh
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### Operating Committee

Amit Khirbat Anupam Gupta Anupam Jindel Arun Sharma Ashok Hegde Ashok Krishen Devashish Chaubey Gagan Gupta Gerard Anthony Manley Greg Estep	Jagdish Parihar Jayant Parande Joydeep Bose KC Suresh Mahesh Menon Martial Genthon Mehra Saurabh MD Ramesh Mukul Mathur Neelamani Muthukumar	Prakash Jhanwer Rahul Salim Verghese Raja Saoud Rajeev Kadam Ramanarayanan Mahadevan Ravi Pokhriyal S. Venkita Padmanabhan Sandeep Kumar Jain Sathyamurthy Mayilswamy Shekhar Anantharaman	Srivathsan Venkataramani Sunny George Verghese Supramaniam Ramasamy Suresh Sundararajan Tejinder Singh Saraon Vivek Verma
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### Management Committee

Abhishek Sahai Aditya Renjen Alain Fredericq Amit Agrawal Amit Gulrajani Amit Khirbat Amit Verma Anthony Ian Clark Anurag Shukla Anupam Gupta Anupam Jindel Arouna Coulibaly Arun Sharma Ashish Govil Ashok Hegde Ashok Krishen Bikash Prasad Brijesh Krishnaswamy Briony Rudder Mathieson Chandrasekaran Balaji Chris Beetge Christopher Stewart Chye Yeong Damien Houlahan Darshan Raiyani Dave De Frank Deven Chitaliya David Watkins Deepak Kaul Devashish Chaubey Eduardo Andrade De Freitas	Evert Vrugt G. Srinivasakumar Ganesh Rajaraman Gagan Gupta George Joseph Gerard Anthony Manley Girish Kumar Nair Gaurav Grover Greg Estep Gurpreet Singh Ipsita Aggarwal Jagdish Parihar Janaky Grant (Dr) Jayant Parande Jeronimo Antonio Pereira Jim Fenn Joydeep Bose Juan Antonio Rivas Kartik Balasubramanian Kattie Emmanuel KC Suresh Kameswar Ellajosyula Kaushal Khanna L. G. Moorthy Mahesh Menon Manish Dhawan Manoj Vashista Manvinder Singh Martial Genthon MD Ramesh Mehra Saurabh Michael J Smyth	Mukul Agrawal Mukul Mathur Munish Minocha Murali Krishnan Naveen Sharma Neelamani Muthukumar Noomie Subramanian Karthik Partheeban Theodore Paul Hutchinson Prakash Jhanwer Prakash Kanth Premender Sethi Rahul Salim Verghese Raja Saoud Rajat Kumar Rajeev Kadam Ramakrishna Prasad Ramanarayanan Mahadevan Ranjan Naik Ravi Pokhriyal Rishi Kalra Roel Van Poppel Robert Dall'Alba Roshan Kapoor S. Venkita Padmanabhan Sachin Sachdev Sameer Kaushal Sameer Patil Sandip Sharma Sandeep Daga Sandeep Hota Sandeep Jain	Sanjeev Goel Shailendra Mishra Sanjay Sacheti Sanjeev Sharma Sathyamurthy Mayilswamy Shalinder Taneja Shankar Rao Sharad Gupta Shekhar Anantharaman Sridhar Krishnan Sriram Subramanian Srivathsan Venkataramani Stephan Ariyan Subramaniam Venkatesh Sumanta De Sunil Agarwal Sunny George Verghese Supramaniam Ramasamy Suresh Sundararajan Syed Abdul Azeez Thiagaraja Manikandan Tejinder Singh Saraon Thomas Gregersen Vasanth Subramanian Venkataraman Krishnan Vibhu Nath Vinayak Mohan Vinayak Narain Vipan Kumar Vivek Verma
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### Company Secretary

Victor Lai Kuan Loong

### Registered office

7 Straits View  
Marina One East Tower  
#20-01  
Singapore 018936

Telephone: (65) 6339 4100  
Fax: (65) 6339 9755

### Auditor

Ernst & Young LLP  
One Raffles Quay North Tower  
Level 18  
Singapore 048583

Partner in charge:  
Wilson Woo Siew Wah  
(since financial year 31 December 2018)

### Principal bankers

ABN AMRO Bank N.V.

Australia and New Zealand Banking  
Group Limited

Banco Bilbao Vizcaya Argentaria S.A

Banco Santander, S.A.

BNP Paribas

Citibank N.A.

Commonwealth Bank of Australia

DBS Bank Ltd

ING Bank N.V.

JPMorgan Chase Bank N.A.

Mizuho Bank, Ltd

MUFG Bank, Ltd

National Australia Bank Limited

Natixis

Rabobank International

Standard Chartered Bank

Sumitomo Mitsui Banking Corporation

The Hongkong and Shanghai Banking  
Corporation Limited

Unicredit Bank AG

Westpac Banking Corporation

# Shareholding Information

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 18 March 2019)

Name of Shareholder	Direct Number of Shares <sup>1</sup>	Deemed Number of Shares <sup>1</sup>
Breedens Investments Pte. Ltd. <sup>2</sup>	1,394,271,494	–
Aranda Investments Pte. Ltd. <sup>2</sup>	312,814,360	–
Seletar Investments Pte Ltd <sup>2</sup>	–	1,707,085,854
Temasek Capital (Private) Limited <sup>2</sup>	–	1,707,085,854
Temasek Holdings (Private) Limited <sup>2</sup>	–	1,707,085,854
Mitsubishi Corporation <sup>3</sup>	554,689,829	–
Allan & Gill Gray (Foundation) (Guernsey) <sup>4</sup>	–	221,277,796
Orbis Allan Gray Limited <sup>4</sup>	–	221,277,796
Orbis Holdings Limited <sup>4</sup>	–	221,277,796
Orbis Investment Management Limited <sup>4</sup>	–	221,277,796
Orbis Investment Management (Hong Kong) Limited <sup>4</sup>	–	181,506,595
Kewalram Singapore Limited <sup>5</sup>	223,769,921	–
Chanrai Investment Corporation Limited <sup>5</sup>	–	223,769,921
Kewalram Chanrai Holdings Limited <sup>5</sup>	–	223,769,921
GKC Trustees Limited (as trustees of Girdhar Kewalram Chanrai Settlement) <sup>5</sup>	–	223,769,921
MKC Trustees Limited (as trustees of Hariom Trust) <sup>5</sup>	–	223,769,921
DKC Trustees Limited (as trustees of DKC Settlement) <sup>5</sup>	–	223,769,921

### Notes:

- (1) Percentages of interests are calculated based on the total number of issued ordinary Shares (excluding treasury shares and subsidiary holdings) being 3,182,429,334 as at 18 March 2019.
- (2) Temasek Holdings (Private) Limited's ("**Temasek**") interest arises from the direct interest held by Breedens Investments Pte. Ltd. ("**Breedens**") and Aranda Investments Pte. Ltd. ("**Aranda**").
- (A) Temasek's deemed interest through Breedens 43.81%
- (i) Breedens has a direct interest in 43.81% of voting Shares of the Company.
- (ii) Breedens is a wholly-owned subsidiary of Seletar Investments Pte Ltd ("**Seletar**").
- (iii) Seletar is a wholly-owned subsidiary of Temasek Capital (Private) Limited ("**Temasek Capital**").
- (iv) Temasek Capital is a wholly-owned subsidiary of Temasek.
- (B) Temasek's deemed interest through Aranda 9.83%
- (i) Aranda has a direct interest in 9.83% of voting shares of the Company.
- (ii) Aranda is a wholly-owned subsidiary of Seletar.
- (iii) Seletar is a wholly-owned subsidiary of Temasek Capital.
- (iv) Temasek Capital is a wholly owned subsidiary of Temasek.
- Total interest of Temasek 53.64%
- (3) Total interest of Mitsubishi Corporation 17.43%
- (4) Orbis Holdings, Orbis Allan Gray Limited and Allan & Gill Gray Foundation (Guernsey) are substantial shareholders of the Company by virtue of their deemed interest in the Shares managed by their indirect subsidiary, Orbis Investment Management Limited ("**OIML**"), which is the fund manager for the Orbis funds. OIML has the ability to vote and acquire/dispose of the Company's Shares for and on behalf of the Orbis funds.
- OIML has also sub-delegated some of its portfolio management duties, including the authority to dispose of securities, to Orbis Investment Management (Hong Kong) Limited ("**OIMHK**"). By virtue of the sub-delegation, OIMHK has deemed interest in the voting Shares of the Company. However, OIML still retains overall investment management oversight, including voting Shares in the Company, held by the portfolios.
- OIML is a substantial shareholder of the Company as it has deemed interests in the Shares of the Company held by the following Orbis funds,
- Orbis Emerging Markets Equity Fund (Australia Registered)
  - Orbis Institutional Emerging Markets Equity LP
  - Orbis Global Equity LE Fund (Australia Registered)
  - Orbis Global Equity Fund (Australia Registered)
- (5) Orbis Global Balanced Fund Wholesale Class (Australia Registered)
- Orbis SIVAC – Orbis Global Balanced Fund
  - Orbis Institutional Equity LP
  - Orbis Institutional Global Equity Fund
  - Orbis Global Equity Fund
  - Orbis Institutional Global Equity (OFO) Fund
  - Orbis Institutional Global Equity LP
  - Orbis Institutional International Equity LP
  - Orbis Optimal LP
  - Orbis Optimal SA
  - Orbis SICAV – Orbis Global Equity
  - Allan Gray Australia Balanced Fund
  - Orbis SICAV – Orbis Institutional Equity
  - Orbis OEIC Global Balanced Fund
  - Orbis OEIC Global Equity Fund
  - Orbis SICAV - Orbis Emerging Markets Fund
- None of the above Orbis funds individually holds 5% or more of the Company's Shares.
- Total deemed interest of Orbis Group 6.95%
- (5) Kewalram Singapore Limited ("**KSL**") is a wholly-owned subsidiary of Chanrai Investment Corporation Limited ("**CICL**"), which in turn is a wholly-owned subsidiary of Kewalram Chanrai Holdings Limited ("**KCHL**"). By virtue of Section 4(7)(d) of the Securities and Futures Act, each of CICL and KCHL is deemed to be interested in the 223,769,921 Shares held by KSL.
- GKC Trustees Limited (as trustees of Girdhar Kewalram Chanrai Settlement) ("**GKC Settlement**"), MKC Trustees Limited (as trustees of Hariom Trust) ("**Hariom Trust**") and DKC Trustees Limited (as trustees of DKC Settlement) ("**DKC Settlement**") are shareholders of KCHL. By virtue of Section 4(5) of the Securities and Futures Act, each of the GKC Settlement, Hariom Trust and DKC Settlement is deemed to be interested in the 223,769,921 Shares in which KCHL has an interest.
- CICL, KCHL, GKC Settlement, Hariom Trust and DKC Settlement are deemed interested in the 223,769,921 Shares held by KSL.
- Total interest of the Kewalram Group 7.03%

## STATISTICS OF SHAREHOLDINGS

As at 18 March 2019

Issued and fully Paid-up Capital	S\$3,812,922,224.14
Number of Ordinary Shares in issue (excluding Treasury Shares)	3,182,429,334
Number of Ordinary Shares held as Treasury Shares	88,589,323
Percentage of Treasury Shares held against the total number of Issued Ordinary Shares outstanding (excluding Treasury Shares)	2.78%
Class of Shares	Ordinary Shares
Voting Rights	One vote per share

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	109	1.79	3,523	0.00
100 – 1,000	815	13.36	656,646	0.02
1,001 – 10,000	3,999	65.54	19,004,848	0.60
10,001 – 1,000,000	1,158	18.98	47,048,411	1.48
1,000,001 and above	20	0.33	3,115,715,906	97.90
<b>Total</b>	<b>6,101</b>	<b>100.00</b>	<b>3,182,429,334</b>	<b>100.00</b>

## Twenty Largest Shareholders

No.	Name	No. of Shares	%
1	Breedens Investments Pte. Ltd.	1,394,271,494	43.81
2	HSBC (Singapore) Nominees Pte Ltd	575,887,045	18.10
3	Citibank Nominees Singapore Pte Ltd	359,330,948	11.30
4	Aranda Investments Pte. Ltd.	312,814,360	9.83
5	Kewalram Singapore Limited	223,769,921	7.03
6	DBS Nominees (Private) Limited	84,939,832	2.67
7	Raffles Nominees (Pte.) Limited	66,003,938	2.07
8	Daiwa Capital Markets Singapore Limited	50,000,000	1.57
9	UOB Kay Hian Private Limited	10,935,309	0.34
10	DBS Vickers Securities (Singapore) Pte Ltd	9,470,598	0.30
11	DBSN Services Pte. Ltd.	4,781,056	0.15
12	OCBC Securities Private Limited	4,232,583	0.13
13	United Overseas Bank Nominees (Private) Limited	4,112,517	0.13
14	CGS-CIMB Securities (Singapore) Pte. Ltd.	3,496,611	0.11
15	Mak Seng Fook	3,028,296	0.10
16	Maybank Kim Eng Securities Pte. Ltd.	2,675,739	0.08
17	Merrill Lynch (Singapore) Pte. Ltd.	2,015,336	0.06
18	OCBC Nominees Singapore Private Limited	1,897,503	0.06
19	BPSS Nominees Singapore (Pte.) Ltd.	1,052,424	0.03
20	Thomas Gregersen	1,000,396	0.03
<b>Total</b>		<b>3,115,715,906</b>	<b>97.90</b>

## Public Float

Approximately 10.24% of the Company's Shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

# Notice of Annual General Meeting

## Olam International Limited

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

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of Olam International Limited (the “Company”) will be held at **12 Marina View, Asia Square Tower 2, Ballroom 1, The Westin Singapore, Singapore 018961**, on **Wednesday, 24 April 2019 at 10.00 a.m.** for the following purposes:

### ORDINARY BUSINESS

### Ordinary Resolutions

- |   |   |
|---|---|
| 1. To receive and adopt the Directors' Statement and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditors' Report thereon.<br><br>Please refer to the explanatory note (i) provided.   | <b>Resolution 1</b>   |
| 2. To declare a second and final dividend of 4 cents per share, tax exempt (one-tier), for the financial year ended 31 December 2018.<br><br>Please refer to the explanatory note (ii) provided.  | <b>Resolution 2</b>   |
| 3. To re-elect the following Directors retiring pursuant to Regulation 107 of the constitution of the Company (the “ <b>Constitution</b> ”), and who, being eligible, offer themselves for re-election:<br><br>(a) Mr. Lim Ah Doo<br>(b) Mr. Sanjiv Misra<br>(c) Mr. Shekhar Anantharam<br><br>Please refer to the explanatory note (iii) provided. | <b>Resolution 3</b><br><b>Resolution 4</b><br><b>Resolution 5</b> |
| 4. To re-elect Mr. Kazuo Ito who will cease to hold office in accordance with Regulation 113 of the Constitution, and who, being eligible, offers himself for re-election.<br><br>Please refer to the explanatory note (iv) provided.   | <b>Resolution 6</b>   |
| 5. To approve the payment of Directors' fees of up to S\$2,600,000 for the financial year ending 31 December 2019 (“ <b>FY 2019</b> ”) (2018: S\$2,000,000).<br><br>Please refer to the explanatory note (v) provided.  | <b>Resolution 7</b>   |
| 6. To re-appoint Messrs Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration.<br><br>Please refer to the explanatory note (vi) provided.   | <b>Resolution 8</b>   |

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

7. **General Authority to Issue Shares**

**Resolution 9**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Listing Manual**”), the Directors be authorised and empowered to:

- (a) (i) issue ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
  - (A) new Shares arising from the conversion or exercise of any convertible securities;
  - (B) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (C) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company (“**AGM**”) or the date by which the next AGM is required by law to be held, whichever is the earlier.

Please refer to the explanatory note (vii) provided below.

SPECIAL BUSINESS

Ordinary Resolutions

8. **Renewal of the Share Buyback Mandate**

**Resolution 10**

That:

- (a) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
  - (i) market purchase(s) (each a **"Market Purchase"**) on the SGX-ST; and/or
  - (ii) off-market purchase(s) (each an **"Off-Market Purchase"**) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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

- (b) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors pursuant to this Resolution may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - (i) the date on which the next AGM is held or required by law to be held; or
  - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earlier;

- (c) in this Resolution:

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

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

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

where:

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

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

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

Please refer to the explanatory note (viii) provided.

#### 9. Authority to issue Shares under the Olam Share Grant Plan

#### Resolution 11

That the Directors be and are hereby authorised to:

- (a) grant awards in accordance with the provisions of the Olam Share Grant Plan; and
- (b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Olam Share Grant Plan,

provided that the total number of Shares which may be allotted and issued and/or Shares which may be delivered pursuant to awards granted under the Olam Share Grant Plan on any date, when added to:

- (i) the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares delivered and/or to be delivered in respect of all awards granted under the Olam Share Grant Plan; and
- (ii) all Shares, options or awards granted under any other share schemes of the Company then in force,

shall not exceed ten per cent. (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

Please refer to the explanatory note (ix) provided.

By Order of the Board

Lai Kuan Loong Victor  
Company Secretary  
Singapore

Date: 8 April 2019

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

### Appointment of Proxy

- a. A member entitled to attend and vote at the AGM, and who is not a Relevant Intermediary (as hereinafter defined) is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A member of the Company who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote in his place, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. A proxy need not be a member of the Company.

“**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.

- b. The instrument appointing a proxy must be deposited at the registered office of the Company at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936, or at the office of the Share Registrar of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for holding the AGM. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

- c. Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

### Voting

- a. In compliance with Rule 730A(2) of the Listing Manual, the Company intends to call a poll on all resolutions to be passed at the AGM. The Company intends to conduct the poll electronically. Voting and vote tabulation procedures will be read and explained at the start of the AGM before voting begins. An independent scrutineer will be appointed to count and validate the votes at the AGM. If an electronic poll is conducted, the results of each resolution will be instantaneously displayed at the AGM, showing the total number of Shares represented by votes cast for and against each resolution as well as abstentions. Shareholders who are unable to attend the AGM may refer to the Company's announcement on SGXNet after the AGM.
- b. Shareholders who are unable to attend the AGM are entitled to appoint proxies to attend and vote at the AGM on their behalf by duly completing the Proxy Form. All valid votes cast by proxies on each resolution will be counted. Accordingly, shareholders may ensure that their views are counted by appointing a proxy to cast the votes on their behalf. The duly completed Proxy Form must be deposited at the Company's registered office at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936, or at the office of the Company's Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Please complete and return your Proxy Form as soon as possible and in any event not less than 72 hours before the time appointed for the AGM. Please refer to the Proxy Form for further information.

### Website

The Company's website, [www.olamgroup.com](http://www.olamgroup.com), provides more information about the Company, including the latest Annual Report, the Notice of AGM and the Proxy Form.

### Admission to the AGM

Please arrive with sufficient time to allow registration. Please bring your attendance and identification documentation with you.

## Explanatory notes of the resolutions to be proposed at the AGM

Resolutions 1 to 11 are proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

### (i) Ordinary Resolution 1

The Companies Act requires the audited consolidated financial statements of the Company for each financial year to be tabled before the shareholders in a general meeting. The audited consolidated financial statements are to be accompanied by the Directors' Statement and the Auditors' Report thereon. The Directors' Statement and the audited consolidated financial statements for the financial year ended 31 December 2018 together with the Auditors' Report thereon are provided in the Financial Report of the Annual Report. A copy may also be read on our website at [olamgroup.com/investors/investor-library.html](http://olamgroup.com/investors/investor-library.html).

### (ii) Ordinary Resolution 2

Ordinary Resolution 2 is to declare a final tax-exempt dividend of 4 cents per Share for the financial year ended 31 December 2018 ("FY 2018"). Together with the sum of 3.5 cents per Share of interim dividend declared for the second quarter FY 2018, the total dividend for FY 2018 is 7.5 cents per Share (approximately S\$238 million). The Company does not have a fixed dividend policy. The Directors' policy is to recommend dividends consistent with the Company's overall governing objective of maximising intrinsic value for its continuing shareholders. Dividend payments are affected by matters such as the level of the Company's future earnings, results of operations, capital requirements, cash flows, financial conditions, the Company's plans for expansion, general business conditions and other factors, including such legal or contractual restrictions as may apply from time to time or which the Directors may consider appropriate in the interests of the Company. The Directors will consider all these factors before proposing any dividends. The Company may, by ordinary resolution at a general meeting of shareholders, declare dividends, but the amount of such dividends shall not exceed the amount recommended by the Directors. The Directors may also declare an interim dividend without seeking shareholders' approval. Potential investors should note that this statement is a statement of the Company's present intention and shall not constitute a legally binding commitment in respect of the Company's future dividends and dividend pay-out ratio which may be subject to modification (including reduction or non-declaration thereof)

in the Directors' sole and absolute discretion. All dividends are distributed as tax-exempt dividends in accordance with the Income Tax Act, Chapter 134 of Singapore.

### (iii) Ordinary Resolutions 3, 4 and 5

Mr. Lim Ah Doo will, upon re-election as a Director, continue his office as Chairman, Non-Executive and Independent Director and will remain as Chairman of the Board, Council of Chairs ("COC"), Governance and Nomination Committee ("GNC") and Human Resource and Compensation Committee ("HRCC") and a member of the Capital and Investment Committee ("CIC"). He will be considered independent.

Mr. Sanjiv Misra will, upon re-election as a Director, continue his office as Non-Executive and Independent Director. He will remain as Chairman of CIC and a member of the COC, HRCC and the Board Risk Committee ("BRC").

Mr. Shekhar Anantharaman will, upon re-election as a Director, continue his office as Executive Director and Group Chief Operating Officer and will remain a member of the BRC.

Please refer to the Addendum for the additional information on the aforementioned Directors provided pursuant to Rule 720(6) of the Listing Manual. You may also refer to the Governance Report of the 2018 Annual Report for the profile of each of these Directors.

### (iv) Ordinary Resolution 6

Mr. Kazuo Ito will, upon re-election as a Director, continue his office as Non-Executive Director and will remain as a member of the BRC, CIC and HRCC.

Please refer to the Addendum for the additional information on Mr. Kazuo Ito provided pursuant to Rule 720(6) of the Listing Manual. You may also refer to the Governance Report of the 2018 Annual Report for his profile.

### (v) Ordinary Resolution 7

Ordinary Resolution 7 seeks the payment of up to S\$2,600,000 to all Directors (other than the Executive Directors) as Directors' fees for FY 2019. The Directors' fees approved for FY 2018 were S\$2,000,000 with the aggregate fees paid quarterly in arrears to the Non-Executive Directors for FY 2018 entirely in cash amounted to S\$1,785,132. The exact amount of Directors' fees received by each Director for FY 2018 is disclosed on page 24 of the Governance Report of the 2018 Annual Report.

The proposed Directors' fees for FY 2019 included a revision of fees from the following changes to the framework of the Non-Executive Directors' fees payable, which will be applicable from financial year ending 31 December 2019:

- (i) revision of Chairman's fees to a fixed fee payout of S\$600,000 annually (excluding car-related benefits). No separate retainer fees, committee fees or attendance fees will be paid to the Chairman;
- (ii) revision of the fees payable to the CRSC Chair from S\$30,000 to S\$35,000 and to each member of the CRSC from S\$15,000 to S\$20,000;
- (iii) fees payable to the COC Chair at S\$35,000 and to each of the COC member at S\$20,000. The COC was formed since November 2017. No fees were paid to the COC for FY 2018.
- (iv) To align the interests of Directors with shareholders' interests, the HRCC has recommended to the Board the incorporation of an equity component in the total remuneration of Non-Executive Directors (excluding certain Non-Executive Directors who, under their separate arrangements with their employers, do not retain their Directors' fees). Subject to shareholders' approval of the fees at the April 2019 AGM, the Company will arrange for each such Non-Executive Director to receive approximately 70% of his or her total Directors' fees in cash and the balance approximately 30% in the form of Olam shares.

The Company will either arrange with the Non-Executive Directors for the Olam shares to be purchased from the market for them around the date of the announcement by the Company of its unaudited full year financial statements for FY 2019, or, subject to the amendment of the Olam Share Grant Plan (OSGP), for the balance approximately 30% of the total Directors' fees to be paid to each of the Non-Executive Directors in the form of restricted shares under the OSGP, which will be awarded as fully paid shares with no performance conditions attached and no vesting periods imposed.

The cash component of the Directors' fees will be paid to the Non-Executive Directors on a quarterly basis. In the event any Non-Executive Director leaves the Company prior to the acquisition of the Olam shares, the Directors' fees due to him or her up to his or her date of cessation will be paid to him or her in cash.

Each such Non-Executive Director is committed to holding, during his or her Board tenure, Olam shares of a value pegged to approximately his or her annual Directors' fees.

The FY 2019 fees also included an additional provision of approximately thirty per cent. (30%) for developments in the year (such as the appointment of additional Directors, additional meetings of the Board and Board Committees and Board offsites and/or the formation of ad-hoc and additional Board Working Team and Board Committees) during FY 2019.

Ordinary Resolution 7, if passed, will approve an increase in Directors' fees and to facilitate the quarterly payment in arrears of Directors' fees during FY 2019 in which the fees are incurred.

### (vi) Ordinary Resolution 8

Ordinary Resolution 8 seeks the re-appointment of Ernst & Young LLP as independent auditors to the Company (the "**Auditors**") and requests authority for the Directors to set the remuneration of the Auditors. The Board is careful that the Auditors' independence should not be compromised and the AC takes responsibility for reviewing the performance of the Auditors and making recommendations about the scope of their work and fees. The Audit Committee has recommended to the Board that the appointment of Ernst & Young LLP should be renewed until the conclusion of the next AGM. More details on the external auditors and the review by the AC may be found in the Governance Report on page 30.

### (vii) Ordinary Resolution 9

Ordinary Resolution 9, if passed, will empower the Directors, effective until the earlier of (1) the conclusion of the next AGM, or (2) the date by which the next AGM is required by law to be held (unless such authority is varied or revoked by the Company in a general meeting), to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares, of which up to ten per cent. (10%) may be issued other than on a *pro rata* basis to shareholders. Although the Listing Manual enables the Company to seek a mandate to permit its Directors to issue shares up to the fifty per cent. (50%) limit if made on a *pro rata* basis to shareholders, and up to a sub-limit of twenty per cent. (20%) if made other than on a *pro rata* basis to shareholders, the Company is nonetheless only seeking a sub-limit of ten per cent. (10%).

For determining the aggregate number of Shares that may be issued, the total number of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 9 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

#### (viii) Ordinary Resolution 10

Ordinary Resolution 10, if passed, will empower the Directors from the date of the passing of this Ordinary Resolution 10 until the earlier of the date of the next AGM, or the date by which the next AGM is required by law to be held, to purchase or otherwise acquire, by way of Market Purchases or Off-Market Purchases, up to five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution 10 on the terms of the Share Buyback Mandate as set out in the Letter to Shareholders dated 8 April 2019 accompanying this Notice of AGM (the “**Letter**”), unless such authority is earlier revoked or varied by the shareholders of the Company in a general meeting.

The Company may use internal sources of funds or borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on, *inter alia*, the aggregate number of Shares purchased, whether the purchase is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares. For illustrative purposes only, the financial effects of an assumed purchase or acquisition of the maximum number of Shares by way of Market Purchase or Off-Market Purchase, at a purchase price equivalent to the Maximum Price per Share based on the audited financial statements of the Company and its subsidiaries for FY 2018 and certain assumptions, are set out in paragraph 2.4.6 of the Letter.

#### (ix) Ordinary Resolution 11

The Olam Share Grant Plan was adopted at the AGM held on 30 October 2014. Other than the Olam Share Grant Plan, the Company does not have any other share scheme which is currently in force. Ordinary Resolution 11, if passed, will empower the Directors to grant awards under the Olam Share Grant Plan and to issue new Shares in respect of such awards, subject to the limitations described in this Ordinary Resolution 11. Unless such authority has been varied or revoked by the Company in a general meeting, such authority shall expire at the conclusion of the next AGM, or the date by which the next AGM is required by law to be held, whichever is the earlier.

More details on the Olam Share Grant Plan may be found in the Governance Report and the Financial Report of the 2018 Annual Report.

## NOTICE OF BOOKS CLOSURE

As stated in the Notice of Books Closure set out in the Company's announcement dated 28 February 2019, the Company wishes to notify shareholders that the Share Transfer Books and Register of Members of the Company will be closed at **5.00 p.m. on 3 May 2019** for the preparation of dividend warrants. Duly completed registrable transfers of Shares received by the Company's Share Registrar, Boardroom Corporate & Advisory Services (Pte) Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to **5.00 p.m. on 3 May 2019** will be registered to determine members' entitlements to the proposed final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at **5.00 p.m. on 3 May 2019** will be entitled to the proposed final dividend. Payment of the final dividend, if approved by the members at the AGM to be held on **24 April 2019**, will be made on **10 May 2019**.

## Addendum to the Annual Report 2018

Additional Information on Directors seeking Re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST

Mr Lim Ah Doo, Mr Sanjiv Misra, Mr Shekhar Anantharaman and Mr Kazuo Ito are the Directors seeking re-election at the AGM under Ordinary Resolutions 3, 4, 5 and 6 (collectively, the “Retiring Directors” and each a “Retiring Director”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
Date of Appointment	1 November 2016 (first appointment as Director and Chairman-designate)  1 January 2017 (as Chairman)	1 November 2013	1 April 1998	1 December 2018
Date of Last Re-appointment	25 April 2017	25 April 2017	25 April 2017	N.A.
Age	69	58	55	50
Country of principal residence	Singapore	Singapore	Singapore	Japan
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	N.A.	N.A.	N.A.	N.A.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Executive/Group Chief Operating Officer	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chairman, Independent Non-Executive Director  Chairman, Council of Chairs (“COC”)  Chairman, Governance & Nomination Committee  Chairman, Human Resource & Compensation Committee (“HRCC”)  Member, Capital & Investment Committee (“CIC”)	Independent Non-Executive Director  Chairman, CIC  Member, Board Risk Committee (“BRC”)  Member, COC  Member, HRCC	Executive Director  Group Chief Operating Officer  Member, BRC	Non-Executive Director  Member, BRC  Member, CIC  Member, HRCC
Professional qualifications	Degree (Honours) in Engineering, Queen Mary College, University of London  Master in Business Administration, Cranfield School of Management	Bachelor's Degree in Economics, St Stephen's College, University of Delhi, India  Postgraduate Degree in Management, University of Delhi, Indian Institute of Management, Ahmedabad  Master in Management, J.L Kellogg Graduate School of Management, Northwestern University	Bachelor's Degree in Aeronautical Engineering, Panjab University, India  Postgraduate Degree in Business Management, Panjab University, India  Advanced Management Program, Harvard Business School	BA Economics, Keio University  BPSE, IMD Business School

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
Working experience and occupation(s) during the past 10 years	<p>Mr. Lim was formerly the President and subsequently the non-executive Vice Chairman of RGE Pte Ltd (formerly known as RGM International Pte Ltd). His past working experience includes an 18-year banking career in Morgan Grenfell from 1977 to 1995, during which he held several key positions including that of Chairman of Morgan Grenfell (Asia) Limited. Mr. Lim was previously Chairman of Singapore Technologies Marine Ltd, a subsidiary of Singapore Technologies Engineering Ltd, and was an Independent Director at SembCorp Marine Ltd as well as its Audit Committee Chair. He was also an Independent Director at EDB Investments and SM Investments Corporation and an Independent Commissioner and Chairman of the Audit Committee of PT Indosat (Indonesia).</p>	<p>Mr. Misra's career featured several senior positions, namely, Chief Executive Officer of Citigroup's Global Corporate and Investment Banking Group in Singapore and Brunei and Country Officer in Singapore, Head of Asia Pacific Investment Banking and Head of the Asia Pacific Corporate Bank, in a career spanning 11 years with the Citigroup. His career prior to Citigroup included stints with Salomon Brothers &amp; Co. His board experience includes being the Lead Independent Director and Audit and Risk Committee Chair at OUE Hospitality REIT Management Pte. Ltd., a member of GNC and RC at Clifford Capital, Member of AC at EDBI.</p>	<p>Mr. Anantharaman has been with the Group since 1992. As the Group Chief Operating Officer of the Company, he jointly oversees all aspects of the Company's global business with the Group CEO. Prior to his current role, he was the Executive Director – Finance and Business Development for the Group leading the Company's overall Strategy and Business Development activities along with responsibility for various functions including the Group's Finance and Accounts, Treasury and IR, IT and Shared Services, Legal and Corporate Secretarial and Manufacturing and Technical Services. He has incubated and managed various global businesses for the Group including its Edible Nuts, Spices and Vegetable Ingredients and Packaged Foods businesses. As the Global Head of these businesses, Mr. Anantharaman has been directly involved in identifying and leading many of the Company's organic and inorganic growth initiatives. He has also played a variety of country management and regional oversight roles across Africa, Asia, Russia, South and North America.</p>	<p>Mr. Ito is currently the Division Chief Operating Officer, Food Resources Division, Food Industry Group of Mitsubishi Corporation. He has been with Mitsubishi Corporation since 1991 and has held other managerial roles. He was previously General Manager, Strategic and Planning Office of its Living Essential Consumer Products Division. During 2018 Mr Ito served as a Non-Executive Director of Princes Limited, a global food and drink group involved in the manufacture, import and distribution of branded products, having been its Chairman between 2007 to March 2018 and its Director since 2001 till January 2019.</p>
Shareholding interest in the listed issuer and its subsidiaries?	Nil	Nil	<p>15,896,204 Shares 5,000,000 Options 974,826 Performance Share Awards (<i>subject to performance targets being met</i>) 562,969 Restricted Share Awards</p>	Nil
Any relationship (including immediate family relationship) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	As described above	<p>As described above Mitsubishi Corporation is a controlling shareholder of the Company.</p>

## Addendum to the Annual Report 2018 continued

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
Conflict of interests (including any competing business)	Nil	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments Including Directorships				
Past (for the last 5 years)	ARA-CWT Trust Management (Cache) Limited ( <i>Trustee Manager of Cache Logistics Trust</i> ) Bracell Limited Chemoil Energy Ltd EDB Investments Pte Ltd Linc Energy Limited PST Management Pte Ltd SembCorp Marine Ltd Singapore Technologies Marine Ltd SM Investments Corporation	Edelweiss Financial Services Ltd Edelweiss Capital (Singapore) Pte Ltd National University Health System	Nil	Princes Holding (Rotterdam) B.V. Princes Limited YSW Co. Ltd Princes Foods B.V. Princes Tuna (Mauritius) Limited Well Well Well (UK) Limited
Present	<u>Listed company</u> GDS Holdings Ltd GP Industries Ltd Singapore Technologies Engineering Ltd <u>Non-listed company</u> STT GDC Pte. Ltd. STT Global Data Centres India Private Limited U Mobile Sdn Bhd Virtus HoldCo Limited	<u>Listed company</u> OUE Hospitality REIT Management Pte. Ltd. ( <i>Manager of OUE Hospitality Real Estate Investment Trust</i> ) <u>Non-listed company</u> EDBI Pte Ltd OUE Hospitality Trust Management Pte. Ltd. Phoenix Advisers Pte. Ltd. Phoenix E.K. Limited Singapore Symphony Group Clifford Capital Pte. Ltd. Chairman, Apollo Management Asia Pacific Advisory Board	<u>Listed company</u> Nil <u>Non-listed company</u> Caraway Pte Ltd Far East Agri Pte. Ltd.	<u>Listed company</u> Nil <u>Non-listed company</u> Nosan Corporation MC Agri Alliance Limited

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
<b>Information required pursuant to Listing Rule 704(7) or Catalist Rule 704(6)</b>				
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

Name of Director	Lim Ah Doo	Sanjiv Misra	Shekhar Anantharaman	Kazuo Ito
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:				
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes, please refer to Appendix 1.	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	Yes, please refer to Appendix 1.	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	Yes, please refer to Appendix 1.	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	Yes, please refer to Appendix 1.	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No
Disclosure applicable to appointment of Director only				
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the Director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.	N.A.	N.A.	N.A.

# Appendix 1 to the Addendum

Additional Information on Directors' seeking Re-election pursuant to Rule 720(6) of the Listing Manual of the SGX-ST

## Mr. Lim Ah Doo

### Linc Energy Ltd

Mr Lim was an independent and non-executive director of Linc Energy Ltd ("Linc") from 23 November 2013 to 23 June 2015. Linc is a global oil and gas company with a broad portfolio of oil, gas and coal assets. Linc announced on 15 April 2016 that it entered into voluntary administration and appointed administrators working with the company's management team to understand the options available which might potentially include a restructure of the company. Linc subsequently entered into liquidation on 23 May 2016.

### PT Indosat

Mr Lim was non-executive Independent Commissioner of PT Indosat Tbk ("PT Indosat") from December 2002 to August 2008, and Chairman of Audit committee from June 2004 to June 2008.

In November 2007, PT Indosat along with 6 other Indonesian telecommunications companies were investigated by Indonesia's anti-competition, KKPU, on allegations of price-fixing of charges for short text messages and breach of Anti-monopoly Law of Indonesia. PT Indosat and 8 other companies were also investigated by KKPU of concern of breaches of Article 27(a) of the Anti-monopoly law of Indonesia. There was no finding of breach of law by PT Indosat at the time Mr Lim left PT Indosat.

### Asian Agri

Mr Lim was president of RGM International Pte Ltd ("RGMI") from October 2003 to June 2007 and non-executive vice chairman of RGMI from June 2007 to November 2008. Mr Lim was also acting president of AAA Oils and Fats Pte Ltd ("AAA") from June 2007 to November 2007 and non-executive deputy chairman of AAA from November 2007 to November 2008. RGMI provides strategy services and support to a global group of independent companies (the "RGM Group") operating in the resources development sector. Each business group within the RGM group operates independently with its own holding company and directors responsible for the operation of that business group. Asian Agri is a member of the RGM group and AAA is a member of Asian Agri.

Certain Indonesian companies of Asian Agri operating in Indonesia were investigated by the tax authorities of Indonesia in November 2006 for alleged non-payment of certain tax. The tax authorities of Indonesia had not confirmed any findings of breach of law at the time when Mr Lim left the RGM Group in November 2008. Mr Lim was not a member of the board nor was he concerned with the management of the companies under investigation.

# Proxy Form

## Olam International Limited

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

### IMPORTANT:

For Central Provident Fund ("CPF") and/or Supplementary Retirement Scheme ("SRS") investors who have used their CPF/SRS monies to buy ordinary shares in the capital of Olam International Limited ("Shares"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries as to how they may be appointed as proxies.

(Please see notes overleaf before completing this Form)

\*I/We, \_\_\_\_\_

Of \_\_\_\_\_

being a \*member/members of Olam International Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing \*him/her, the Chairman of the Twenty-Fourth Annual General Meeting of the Company (the "Meeting") as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Meeting to be held on Wednesday, 24 April 2019 at 10.00 a.m. at 12 Marina View, Asia Square Tower 2, Ballroom 1, The Westin Singapore, Singapore 018961, and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at \*his/her discretion.

(If you wish to exercise all your votes "For" or "Against" the relevant Resolution, please tick [✓] within the box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant Resolution, please indicate the number of Shares in the boxes provided.)

No.	Resolutions relating to:	For	Against
<b>Ordinary Business</b>			
1.	Directors' Statement and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 December 2018 ("FY 2018") together with the Auditors' Report thereon		
2.	Payment of a second and final dividend of 4 cents per share for FY 2018		
3.	Re-election of Mr. Lim Ah Doo as a Director retiring under Regulation 107		
4.	Re-election of Mr. Sanjiv Misra as a Director retiring under Regulation 107		
5.	Re-election of Mr. Shekhar Anantharaman as a Director retiring under Regulation 107		
6.	Re-election of Mr. Kazuo Ito as a Director retiring under Regulation 113		
7.	Approval of payment of Directors' fees of up to S\$2,600,000 for the financial year ending 31 December 2019		
8.	To re-appoint Messrs Ernst & Young LLP as the auditors of the Company		
<b>Special Business</b>			
9.	General authority to issue Shares		
10.	Renewal of the Share Buyback Mandate		
11.	Authority to issue Shares under the Olam Share Grant Plan		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Total number of Shares Held

\_\_\_\_\_  
Signature of Shareholder(s) or  
Common Seal of Corporate Shareholder

\* Delete where inapplicable

**IMPORTANT: Please read the notes overleaf before completing this Proxy Form.**

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 April 2019.

### Notes:

1. Please insert the total number of Shares held by you. If you only have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you only have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. A member of the Company (other than a relevant intermediary\*) entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. Any appointment of a proxy by an individual member attending in person shall be null and void and such proxy shall not be entitled to vote at the meeting.
3. Where a member (other than a relevant intermediary\*) appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. A relevant intermediary may appoint more than two (2) proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number or class of Shares shall be specified).
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7 Straits View, #20-01 Marina One East Tower, Singapore 018936, or at the office of the Share Registrar of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for the Meeting.
5. (i) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing.  
(ii) Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.  
(iii) Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or the power of attorney or other authority, if any, or a duly certified true copy thereof shall (failing previous registration with the Company) be duly stamped (if required by law) and be deposited at the registered office of the Company or at the office of the Share Registrar, not less than 72 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**").
7. Subject to note 2, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.

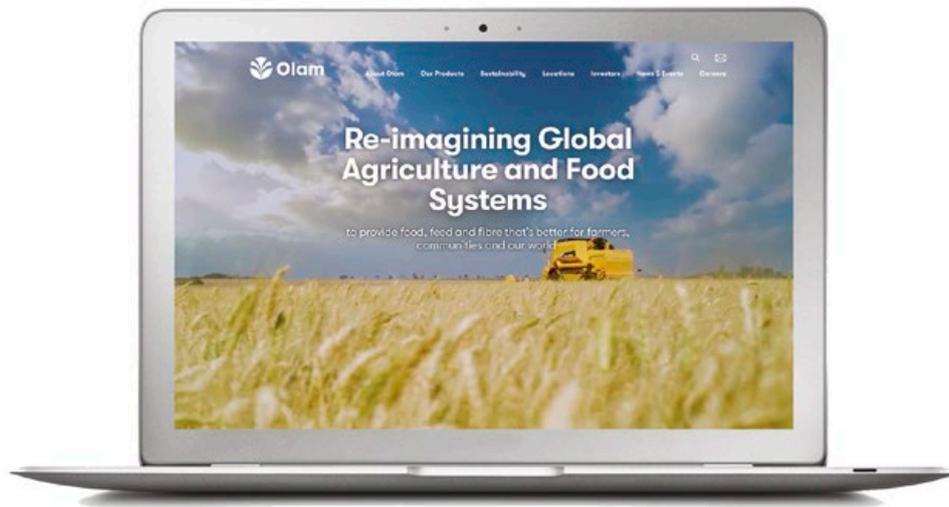
\* The term "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

## General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. The Company shall not be responsible to confirm nor be liable for the rejection of any incomplete or invalid proxy instrument. In addition, in the case of Shares entered in the Depository Register, the Company shall reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

# Stay up to date

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