

NOTICE OF ANNUAL GENERAL MEETING

This Notice of Annual General Meeting (“AGM”) has been published via SGXNet, and the Company’s website at <http://www.indofoodagri.com/ir-agm.html> on 8 April 2021. A printed copy of this Notice will NOT be despatched to shareholders.

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held by way of electronic means (see Important Notes 1 to 9) on Wednesday, 28 April 2021 at 3.00 p.m. (Singapore time), to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ statement and audited financial statements for the year ended 31 December 2020 and the Auditors’ Report thereon. [Resolution 1]
2. To approve the Directors’ fees of S\$345,000 (2019: S\$345,000) for the year ended 31 December 2020. [Resolution 2]
3. To re-elect the following Directors who will be retiring by rotation under Regulation 111 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - 3(a) Mr Tjhie Tje Fie [Resolution 3a]
 - 3(b) Mr Mark Julian Wakeford [Resolution 3b]
 - 3(c) Mr Hendra Susanto [Resolution 3c]
 - 3(d) Mr Lee Kwong Foo, Edward [Resolution 3d]
 - 3(e) Mr Lim Hock San [Resolution 3e]
 - 3(f) Mr Goh Kian Chee [Resolution 3f]
4. To re-appoint Messrs Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. [Resolution 4]

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Resolutions Nos. 5 to 15 as Ordinary Resolutions:

5. The general mandate for issues of shares
That authority be and is hereby given to the directors of the Company to:
 - (i) (aa) issue shares in the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (bb) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) 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
- (ii) issue Shares in pursuance of any Instrument made or granted by the directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution),

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Provided that:

- (iii) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% of the total number of issued Shares, excluding treasury shares and subsidiary holdings in each class (as calculated in accordance with paragraph (iv) below), and provided further that where Shareholders are not given the opportunity to participate in the same on a pro-rata basis (“**non pro-rata basis**”), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings in each class (as calculated in accordance with paragraph (iv) below);
- (iv) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)) for the purpose of determining the aggregate number of the Shares and convertible securities that may be issued under paragraph (iii) above, the total number of issued Shares shall be based on the total number of issued Shares of the Company excluding treasury shares and subsidiary holdings at the time such authority was conferred, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of any convertible securities;
 - (bb) new Shares arising from exercising share options or the vesting of share awards; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of the Shares;and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;
- (v) in this Resolution, “**subsidiary holdings**” shall refer to Shares of the Company held by any subsidiary of the Company in accordance with the provisions of the Companies Act, Chapter 50 (the “**Companies Act**”); and
- (vi) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[Resolution 5]

6. The proposed renewal of the mandate for Interested Person Transactions

That approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company and its subsidiaries and associated companies (if any) which are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Company’s Addendum to Shareholders dated 8 April 2021 (being an addendum to the Annual Report of the Company for the financial year ended 31 December 2020) (the “**Addendum**”), with any party who is of the class of Interested Persons described in the Addendum, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such Interested Person Transactions as set out in the Addendum (the “**Proposed IPT Mandate**”);

That the Proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company is held or is required by law to be held, whichever is the earlier;

That the Audit & Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and

That the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may in their discretion deem necessary, desirable or expedient in the interests of the Company to give effect to the Proposed IPT Mandate and/or this Resolution.

[Resolution 6]

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7. The proposed renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, as may be amended or modified from time to time, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the directors of the Company 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, regulations 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 Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the directors of the Company 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 earliest of:
 - (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

- (c) in this Resolution:

“**Prescribed Limit**” means 7% of the total number of issued Shares of the Company (excluding subsidiary holdings in each class and any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price (as defined hereinafter),

where:

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer (as hereinafter defined) pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during such five-Market Day period and the day on which the purchases are made;

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“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

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

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

“**subsidiary holdings**” shall refer to Shares of the Company held by any subsidiary of the Company in accordance with the provisions of the Companies Act; and

- (d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may in their discretion deem necessary, desirable or expedient in the interests of the Company to give effect to the transactions contemplated by this Resolution.

[Resolution 7]

8. Approval for the continued appointment of Mr Lee Kwong Foo, Edward as an independent director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders.

That contingent upon the passing of Resolution 3(d) and the passing of Resolution 9 and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Lee Kwong Foo, Edward as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Lee Kwong Foo, Edward as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 8]

[See Explanatory Notes]

9. Approval for the continued appointment of Mr Lee Kwong Foo, Edward as an independent director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders, excluding the directors and the chief executive officer (“**CEO**”) of the Company and their respective associates.

That contingent upon the passing of Resolution 3(d) and the passing of Resolution 8 and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Lee Kwong Foo, Edward as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Lee Kwong Foo, Edward as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 9]

[See Explanatory Notes]

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10. Approval for the continued appointment of Mr Lim Hock San as an independent director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders.

That contingent upon the passing of Resolution 3(e) and the passing of Resolution 11 and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Lim Hock San as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Lim Hock San as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 10]
[See Explanatory Notes]

11. Approval for the continued appointment of Mr Lim Hock San as an independent director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders, excluding the directors and the CEO of the Company and their respective associates.

That contingent upon the passing of Resolution 3(e) and the passing of Resolution 10 and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Lim Hock San as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Lim Hock San as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 11]
[See Explanatory Notes]

12. Approval for the continued appointment of Mr Goh Kian Chee as an independent director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders.

That contingent upon the passing of Resolution 3(f) and the passing of Resolution 13 and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Goh Kian Chee as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Goh Kian Chee as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 12]
[See Explanatory Notes]

13. Approval for the continued appointment of Mr Goh Kian Chee as an independent director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders, excluding the directors and the CEO of the Company and their respective associates.

That contingent upon the passing of Resolution 3(f) and the passing of Resolution 12 and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Goh Kian Chee as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Goh Kian Chee as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 13]
[See Explanatory Notes]

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14. Approval for the continued appointment of Mr Hendra Susanto as an independent director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST by all shareholders.

That contingent upon the passing of Resolution 3(c) and the passing of Resolution 15 and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Hendra Susanto as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Hendra Susanto as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 14]
[See Explanatory Notes]

15. Approval for the continued appointment of Mr Hendra Susanto as an independent director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST by shareholders, excluding the directors and the CEO of the Company and their respective associates.

That contingent upon the passing of Resolution 3(c) and the passing of Resolution 14 and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022:

- (a) The continued appointment of Mr Hendra Susanto as an independent director be and is hereby approved; and
- (b) The authority conferred by this resolution shall continue in force until the earlier of the retirement or resignation of Mr Hendra Susanto as a director or the conclusion of the third AGM of the Company following the passing of this resolution.

[Resolution 15]
[See Explanatory Notes]

To transact any other routine business.

By Order of the Board

MAK MEI YOOK
LEE SIEW JEE, JENNIFER
Company Secretaries

Singapore
Date: 8 April 2021

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EXPLANATORY NOTES:

RESOLUTION 3(a):

Upon re-election, Mr Tjhie Tje Fie, will continue as member of the Board and a member of each of the Remuneration and Nominating Committees. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.

RESOLUTION 3(b):

Upon re-election, Mr Mark Julian Wakeford will continue as Executive Director and the CEO of the Company. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.

RESOLUTIONS 3(c), 14 and 15:

Upon re-election, Mr Hendra Susanto will continue as Independent Director of the Company and a member of Audit & Risk Management and the Nominating Committees. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as attendance, participation and contribution at the Board.

The ordinary resolutions proposed under special business in Resolutions 14 and 15 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022. Whereby a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the Company and their respective associates.

RESOLUTIONS 3(d), 8 and 9:

Upon re-election, Mr Lee Kwong Foo, Edward will continue as Lead Independent Director, Chairmen of the Board and Nominating Committee. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.

The ordinary resolutions proposed under special business in Resolutions 8 and 9 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022. Whereby a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the Company and their respective associates.

RESOLUTIONS 3(e), 10 and 11:

Upon re-election, Mr Lim Hock San will continue as Independent Director of the Company, Vice Chairman of the Board and Chairman of the Remuneration Committee as well as a member of the Nominating and Audit & Risk Management Committees. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as attendance, participation and contribution at the Board.

The ordinary resolutions proposed under special business in Resolutions 10 and 11 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022. Whereby a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the Company and their respective associates.

RESOLUTIONS 3(f), 12 and 13:

Upon re-election, Mr Goh Kian Chee will continue as Independent Director of the Company, Chairman of the Audit & Risk Management Committee and a member of the Remuneration Committee. The appointment was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.

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The ordinary resolutions proposed under special business in Resolutions 12 and 13 are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022. Whereby a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the Company and their respective associates.

Detailed information on these six directors seeking re-election (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found under “Board of Directors” and “Supplemental Information” in the Company’s Annual Report 2020.

RESOLUTION 5:

The ordinary resolution proposed under special business in Resolution 5 above, if passed, will empower the directors of the Company from the date of the above Meeting until the next AGM, to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent, with a sub-limit (“**Sub-Limit**”) of 20 per cent. for issues other than on a pro rata basis to all Shareholders, provided that the aggregate number of Shares which may be issued pursuant to the resolution (5) above shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury Shares and subsidiary holdings in each class) at the time that the Resolution is passed. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time that the resolution (5) above is passed, after adjusting for (a) 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 that the resolution (5) is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

Shareholders should note that presently, the controlling shareholders of the Company include First Pacific Company Limited and PT Indofood Sukses Makmur Tbk, which are listed on the Hong Kong Stock Exchange Limited and the Indonesia Stock Exchange (Bursa Efek Indonesia), respectively. Prior to any exercise of the authority conferred upon them by the ordinary resolution in item (5) above, the directors of the Company intend to take into account, inter alia, any approval that may be required from any such controlling shareholders and/or their respective shareholders and/or from such stock exchanges.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the offering documents for the issue of shares and Instruments pursuant to such authority may NOT be despatched to Shareholders with registered addresses outside Singapore as at the applicable books closure date and who have not, by the stipulated period prior to the books closure date, provided to The Central Depository (Pte) Limited or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents.

RESOLUTION 6:

The ordinary resolution proposed under special business in Resolution 6 above, if passed, will empower the directors of the Company to enter into Interested Person Transactions, more information of which is set out in the Addendum. Such authority will, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company and Shareholders’ approval will be sought for its renewal at every AGM of the Company.

RESOLUTION 7:

The ordinary resolution proposed under special business in Resolution 7 above, if passed, will empower the directors of the Company to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to 10 per cent. of the total number of issued Shares as at the date of the above Meeting at the price up to but not exceeding the Maximum Price (as defined in the Resolution). The rationale for the Share Purchase Mandate, the source of funds to be used for the Share Purchase Mandate, the impact of the Share Purchase Mandate on the Company’s financial position, the implications arising as a result of the Share Purchase Mandate under The Singapore Code on Takeovers and Mergers and on the listing of the Company’s Shares on the SGX-ST, as well as the number of Shares purchased by the Company in the previous twelve months are set out in the Addendum.

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IMPORTANT NOTES:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to shareholders. Instead, this Notice of AGM will be published via SGXNet and the Company's website at <http://www.indofoodagri.com/ir-agm.html> on 8 April 2021.
2. Alternative arrangements relating to, among others, attendance (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions in advance and/or voting by proxy at the AGM are set out in the Company's announcement dated 8 April 2021. The announcement together with the proxy form may be accessed at the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://www.indofoodagri.com/ir-agm.html> on the same day.
3. Persons holding shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to participate in the AGM by observing and/or listening to the AGM proceedings via "live" audio-and-visual webcast or "live" audio-only stream should follow the steps for pre-registration set out in the announcement dated 8 April 2021.
4. Investors holding shares through relevant intermediaries ("Investors") (other than CPF/SRS investors) who wish to participate in the AGM by observing and/or listening to the AGM proceedings via "live" audio-and-visual webcast or "live" audio-only stream should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.
5. A member will not be able to attend the AGM in person due to the current COVID-19 restriction orders in Singapore. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman of the Meeting, as proxy, need not be a member of the Company.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

6. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company by 3.00 p.m. on 25 April 2021 (not less than 72 hours before the time appointed for holding the Meeting), in the following manner:
 - (a) if by electronically, via email to general@indofoodagri.com; or
 - (b) if by post, be lodged at the Company's registered address at 8 Eu Tong Sen Street, #16-96/97 The Central, Singapore 059818.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above; or before submitting it by post to the address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The proxy form is not valid for use by investors holding through relevant intermediaries (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 3.00 p.m. on 19 April 2021, being 7 working days before the date of the AGM to submit his/her voting instructions.

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7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or under the hand of its attorney. A body corporate which is a member may also appoint an authorised representative or representatives in accordance with its Constitution and Section 179 of the Companies Act, Chapter 50 of Singapore, to attend and vote for on behalf of such body corporate.
8. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form 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.
9. Annual Report and other documents

The Annual Report for the financial year ended 31 December 2020 which was issued on 8 April 2021 can be accessed at the Company's website at <http://www.indofoodagri.com/ir.html>.

The following documents are made available to shareholders on 8 April 2021 together with this Notice of AGM on the SGX website and the Company's website at <http://www.indofoodagri.com/ir-agm.html>:

- (a) the Addendum in respect of the Proposed Renewal of the IPT Mandate and Proposed Renewal of the Share Purchase Mandate dated 8 April 2021; and
- (b) the proxy form.

The above documents are accessible on the SGX website at <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the Meeting as proxy 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

Messrs Tjhie Tjie Fie, Mark Julian Wakeford, Hendra Susanto, Lee Kwong Foo, Edward, Lim Hock San and Goh Kian Chee are the Directors seeking re-election at the AGM of the Company on 28 April 2021 (collectively, the “Retiring Directors” and each a “Retiring Director”).

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

Name of Director	Tjhie Tjie Fie (“TT”)
Date of appointment	8 December 2006
Date of last re-appointment (if applicable)	27 April 2018
Age	57
Country of principal residence	Indonesia
The Board’s comments on this re-appointment (including rationale, select criteria, and the search and nomination process)	The appointment was recommended by the Nominating Committee (“NC”) and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.
Whether Board appointment is executive, and if so, the area of responsibility	Non-executive. He is responsible to constructively challenge the Management on its decisions and contribute to the development of the Group’s strategic goals and policies, review of the Management’s performance as well as the appointment, assessment and remuneration of the executive directors and key personnel.
Job Title (e.g. Lead ID, AC Chairman, AC Member)	– Non-Executive Director – Members of RC & NC
Academic/ Professional qualifications	He was awarded a Bachelor’s degree in Accounting from the Perbanas Banking Institute in Jakarta.
Working experience and occupation(s) during the past 10 years	He is a Director of PT Indofood Sukses Makmur Tbk, where he supervises all financial operations and heads the Corporate Secretary Division.
Any relationship (including immediate family relationships) with any existing Director/ existing executive officer of the Company or any of its principal subsidiaries and/ or substantial shareholder of the Company or any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Other Principal Commitments including Directorships	
Past 5 years	– None
Present	– PT Indofood Sukses Makmur Tbk (Director) – PT Indofood CBP Sukses Makmur Tbk (Director) – PT Salim Ivomas Pratama Tbk (President Commissioner)
<p>Each of the Retiring Directors has provided an undertaking as set out in Appendix 7.7 under Rule 720(1) of SGX-ST.</p> <p>Each of the Retiring Directors has also individually confirmed that on each of the questions as set out in paragraphs (a) to (k) of Appendix 7.4.1 to the Listing Manual of the SGX-ST, the answer is “No”.</p> <p>The shareholding interest in the Company and its subsidiaries of each of these Directors are disclosed in the Directors’ Statement on pages 50 to 51 of the Annual Report.</p> <p>The disclosure on prior experience as a Director of an issuer listed on the Exchange and details of prior experience is not applicable as this disclosure is only applicable to the appointment of a new Director.</p>	

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

Mark Julian Wakeford (“MW”)	Hendra Susanto (“HS”)
14 August 2007	23 January 2007
27 April 2018	27 April 2018
57	56
Singapore	Indonesia
The appointment was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.	The appointment was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as attendance, participation and contribution at the Board.
Executive He is the CEO of the Company and is responsible for setting the direction, formulating corporate strategies and overall management of the Group’s businesses.	Non-Executive
– CEO and Executive Director	– Independent Director – Members of AC & RMC and NC
He was trained and qualified Chartered Accountant in London, England. He also attended the Senior Executive Programme at the London Business School.	He has a Bachelor of Computer Science degree and a Master of Commerce degree from the University of New South Wales, Australia.
He is the CEO of the Company and a Director of PT Indofood CBP Sukses Makmur Tbk, where he heads the Investor Relations Division.	He has extensive experience in Banking and Finance.
No	No
No	No
– PT PP London Sumatra Indonesia Tbk (Director)	– None
– PT Indofood CBP Sukses Makmur Tbk (Director) – PT Salim Ivomas Pratama Tbk (President Director) – PT Lajuperdana Indah (President Director) – Companhia Mineira de Açúcar e Álcool Participação (Director)	– PT Indofood CBP Sukses Makmur Tbk (AC member) – PT Salim Ivomas Pratama Tbk (AC member)

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

Name of Director	Lee Kwong Foo, Edward (“EL”)
Date of appointment	23 January 2007
Date of last re-appointment (if applicable)	16 June 2020
Age	73
Country of principal residence	Singapore
The Board’s comments on this re-appointment (including rationale, select criteria, and the search and nomination process)	The appointment was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.
Whether Board appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member)	– Chairman of the Board and Lead Independent Director – Chairman of NC
Academic/ Professional qualifications	He has a Master of Arts degree from Cornell University.
Working experience and occupation(s) during the past 10 years	He has spent the last 15 years since his retirement from the diplomatic service as an independent director of some listed and non-listed companies.
Any relationship (including immediate family relationships) with any existing Director/ existing executive officer of the Company or any of its principal subsidiaries and/ or substantial shareholder of the Company or any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Other Principal Commitments including Directorships	
Past 5 years	– Keppel Land Ltd. (Independent Director)
Present	– Gas Supply Pte Ltd (Independent Director) – Asia Mobile Holdings Pte Ltd (Independent Director) – QAF Ltd. (Independent Director) – MS First Capital Insurance Ltd. (Independent Director) – PT Kawasan Industri Kendal – Indonesia (Independent Director)
<p>Each of the Retiring Directors has provided an undertaking as set out in Appendix 7.7 under Rule 720(1) of SGX-ST.</p> <p>Each of the Retiring Directors has also individually confirmed that on each of the questions as set out in paragraphs (a) to (k) of Appendix 7.4.1 to the Listing Manual of the SGX-ST, the answer is “No”.</p> <p>The shareholding interest in the Company and its subsidiaries of each of these Directors are disclosed in the Directors’ Statement on pages 50 to 51 of the Annual Report.</p> <p>The disclosure on prior experience as a Director of an issuer listed on the Exchange and details of prior experience is not applicable as this disclosure is only applicable to the appointment of a new Director.</p>	

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

Lim Hock San (“LHS”)	Goh Kian Chee (“GKC”)
23 January 2007	23 January 2007
16 June 2020	16 June 2020
74	67
Singapore	Singapore
The appointment was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as attendance, participation and contribution at the Board.	The appointment was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his requisite experience and capability, as well as his attendance, participation and contribution at the Board.
Non-Executive	Non-Executive
<ul style="list-style-type: none"> – Vice Chairman and Independent Director – Chairman of RC – Members of AC & RMC and NC 	<ul style="list-style-type: none"> – Independent Director – Chairman of AC & RMC – Member of RC
He has a Bachelor of Accountancy degree from the then University of Singapore, a Master of Science (Management) degree from the Massachusetts Institute of Technology and attended the Advanced Management Program at Harvard Business School. He is a Fellow of The Chartered Institute of Management Accountants (UK) and a Fellow and past President of the Institute of Certified Public Accountants of Singapore.	He has a Bachelor of Arts (Hons) degree in Accounting and Economics from Middlesex University, United Kingdom.
He was the President and CEO of United Industrial Corporation Limited and Singapore Land Limited.	He was a Consultant at the National University of Singapore's Centre For The Arts from 2005 to 2018.
No	No
No	No
<ul style="list-style-type: none"> – United Industrial Corporation Ltd (CEO) – Singapore Land Limited (CEO) 	<ul style="list-style-type: none"> – China Minzhong Food Corporation Limited (Independent Director)
<ul style="list-style-type: none"> – Gallant Venture Ltd (Chairman) – Interra Resources Limited (Independent Director) 	<ul style="list-style-type: none"> – AsiaMedic Limited (Independent Director) – HL Global Enterprises Limited (Independent Director)

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

For the six directors, Messrs Tjhie Tjie Fie, Mark Julian Wakeford, Hendra Susanto, Lee Kwong Foo, Edward, Lim Hock San and Goh Kian Chee, seeking re-election have individually given a negative confirmation on each of the items (a) to (k) set out in Appendix 7.4.1 under Rule 720(6) of the SGX-ST Listing Manual.

Rule 720(6) of the SGX-ST Listing Manual	TT	MW	HS	EL	LHS	GKC
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No	No	No

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AT THE 2021 AGM

Rule 720(6) of the SGX-ST Listing Manual	TT	MW	HS	EL	LHS	GKC
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(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</p> <p>(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</p> <p>(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,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No	No	No	No	No
<p>(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?</p>	No	No	No	No	No	No