



Notice of variation received in respect of full takeover offer by Olam International Limited

We refer to the takeover offer by Olam International Limited (**Olam**) dated 6 August 2010 for all the ordinary shares in NZ Farming Systems Uruguay Limited (**NZS**) at a price of NZ 55 cents per share (**Olam Offer**).

NZS has today received the attached notice of variation in respect of the Olam Offer that increases the offer price from NZ 55 cents per share to NZ 70 cents per share.

All other terms of the Olam Offer, including the closing date of 24 September 2010 (unless extended in accordance with the Takeovers Code), remain as set out in the Offer Document dated 6 August 2010.

The directors advise that shareholders **should not sell** at this stage, notwithstanding the increase in price.

The Board believes that shareholders' best interests are currently served by awaiting further information and advice, and confirms that there is no need for any action on the part of shareholders at this stage.

It is important to note that shareholders who accept the offer will be unable to withdraw and accept a higher offer from another party at a later stage. There is a competing offer pending (as per the announcement on 16 August 2010 from Union Agriculture Group).

In addition, as announced by NZS yesterday (Monday 23 August), the Board is in negotiations with a third party that could result in an alternative proposal to issue equity without any change of control. An announcement will be made if and when these negotiations are concluded, and the Board believes this could occur prior to the scheduled close of the offer from Olam, on 24 September 2010 (unless it is extended).

In summary, there are three processes under way that could be relevant to shareholders in deciding on the ownership of their shares. The Board will consider the circumstances in regard to the takeover offers and the prospective proposal to issue new equity, and will provide further advice as soon as is appropriate.

In the meantime, the Board's advice **not to sell** remains current.

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