

Prepared on: 15 November 2021

# TEMASEK

## OFFER OF UP TO S\$350 MILLION IN AGGREGATE PRINCIPAL AMOUNT OF 5-YEAR 1.8 PER CENT. GUARANTEED NOTES DUE 2026 (SUBJECT TO THE UPSIZE OPTION, UP TO S\$500 MILLION) BY TEMASEK FINANCIAL (IV) PRIVATE LIMITED AND GUARANTEED BY TEMASEK HOLDINGS (PRIVATE) LIMITED (THE "NOTES")<sup>1</sup>

*Prior to making a decision to purchase the Notes, you should carefully consider all the information contained in the Offering Circular<sup>2</sup> (including the Pricing Supplement). This PRODUCT HIGHLIGHTS SHEET SHOULD NOT BE READ BY ITSELF but in conjunction with the Offering Circular (including the Pricing Supplement). You will be subject to various risks and uncertainties, including the potential loss of the entire principal amount invested. If you are in doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.*

*This offer to investors in Singapore is made in reliance on an exemption granted by the Monetary Authority of Singapore (the "Authority") pursuant to the Securities and Futures (Offers of Investments) (Exemption for Offers of Straight Debentures) Regulations 2016. It is not made in or accompanied by a prospectus that is registered by the Authority.*

This Product Highlights Sheet is an important document.

- It highlights the key information and risks relating to the offer of the Notes contained in the Offering Circular (including the Pricing Supplement). It complements the Offering Circular (including the Pricing Supplement).
- You should **not** purchase the Notes if you do not understand the nature of an investment in debt securities, our business or are not comfortable with the accompanying risks.

<b>Issuer and Guarantor</b>	<ul style="list-style-type: none"> <li>• Issuer: Temasek Financial (IV) Private Limited</li> <li>• Guarantor: Temasek Holdings (Private) Limited</li> </ul>	<b>Place of incorporation</b>	<ul style="list-style-type: none"> <li>• Issuer: Singapore</li> <li>• Guarantor: Singapore</li> </ul>
<b>Issue price and denomination of the Notes</b>	100% (or S\$1 per S\$1 in principal amount of the Notes) (the "Issue Price"). The Notes will be issued in registered form in denominations of S\$1,000 each.	<b>Estimated amount to be raised in this offer, and percentage<sup>3</sup> of the Notes offered to (a) Institutional Investors and Relevant Persons; and (b) Retail Investors<sup>4</sup></b>	Based on initial Offer size of S\$350 million and maximum Offer size of S\$500 million: <ul style="list-style-type: none"> <li>• Gross proceeds: S\$350 million to S\$500 million.</li> <li>• Net proceeds: approximately S\$345 million to S\$494 million.</li> </ul> Based on initial Offer size of S\$350 million, approximately 71.4% of the Notes are offered under the Placement and approximately 28.6% of the Notes are offered under the Public Offer.
<b>Description of the Notes, including maturity date, tenure, coupon rate and frequency of coupon payments</b>	Up to S\$350 million in aggregate principal amount of 5-year Notes (subject to the Upsize Option) with interest of 1.8% per annum, made in two payments each year, maturing on 24 November 2026.	<b>Listing status of Issuer/Guarantor and the Notes</b>	<ul style="list-style-type: none"> <li>• Issuer and Guarantor: Not listed</li> <li>• Notes: To be listed on the Main Board of the SGX-ST from 25 November 2021. Trading will be in board lots of S\$1,000 in principal amount of the Notes.</li> </ul>

<sup>1</sup> Subject to the Allocation Condition, the Upsize Option and the Re-allocation.

<sup>2</sup> A copy of each of the Offering Circular, the Pricing Supplement and this Product Highlights Sheet is accessible at [www.sgx.com](http://www.sgx.com).

<sup>3</sup> The actual percentage offered and subsequently issued to institutional investors and relevant persons and retail investors may differ from the above percentages.

<sup>4</sup> Relevant persons include accredited investors and other persons referred to in section 275(2) of the Securities and Futures Act, Chapter 289 of Singapore. Retail investors are persons other than institutional investors and relevant persons.

<b>Lead Manager(s)/ Arranger(s)</b>	<ul style="list-style-type: none"> <li>● DBS Bank Ltd.</li> <li>● Oversea-Chinese Banking Corporation Limited</li> <li>● United Overseas Bank Limited</li> <li>● The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch</li> <li>● Standard Chartered Bank (Singapore) Limited</li> </ul>	<b>Underwriter(s)</b>	<ul style="list-style-type: none"> <li>● DBS Bank Ltd.</li> <li>● Oversea-Chinese Banking Corporation Limited</li> <li>● United Overseas Bank Limited</li> <li>● The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch</li> <li>● Standard Chartered Bank (Singapore) Limited</li> </ul>
<b>Credit rating of Issuer/Guarantor/ the Notes (if any) and Credit Rating Agencies</b>	<ul style="list-style-type: none"> <li>● The Guarantor has been assigned an overall corporate credit rating of “Aaa” by Moody’s and “AAA” by S&amp;P.</li> <li>● The Issuer is not rated by any credit rating agency.</li> <li>● The Issuer has obtained, in respect of the Notes, a credit rating of “Aaa” by Moody’s and “AAA” by S&amp;P.</li> </ul>	<b>Satisfaction of eligibility criteria for exemption set out in regulation 5(1) of the Securities and Futures (Offers of Investments) (Exemption for Offers of Straight Debentures) Regulations 2016</b>	<p>The Guarantor has met the following eligibility criteria —</p> <ul style="list-style-type: none"> <li>● For a continuous period of five years immediately before the time of the offer, debentures issued by entities wholly-owned by the Guarantor were unconditionally and irrevocably guaranteed by the Guarantor and listed for quotation on the SGX-ST.</li> <li>● The Guarantor’s net assets, as determined from the published audited annual consolidated financial statements for its most recent completed financial year, are not less than S\$500 million and its average net assets, as determined from the published audited annual consolidated financial statements for its three most recent completed financial years, are not less than S\$500 million.</li> <li>● Debentures issued in the period of five years immediately before the time of the offer by entities wholly-owned by the Guarantor and which are unconditionally and irrevocably guaranteed by the Guarantor satisfy both of the following: (A) the total value of all of those debentures that are or were listed for quotation on the SGX-ST, as at the date they were issued, was not less than S\$1 billion (or its equivalent in a foreign currency) and (B) there has not been a default in the repayment of moneys under any of those debentures.</li> </ul>

<b>Trustee for holders of the Notes</b>	DBS Trustee Limited	<b>Paying Agent/ Registrar</b>	DBS Bank Ltd.
<b>Mode of application</b>	<ul style="list-style-type: none"> <li>● Automated teller machines</li> <li>● Internet banking</li> <li>● Mobile banking</li> </ul>	<b>Opening/closing date(s) and time(s) for application</b>	<p>Opening date and time for applications under the Public Offer: 16 November 2021 at 9.00 a.m.</p> <p>Last date and time for applications under the Public Offer: 22 November 2021 at 12 noon</p> <p>Opening date and time for applications under the Placement: After announcement on SGXNET of the Offering Circular, the Pricing Supplement and this Product Highlights Sheet on 15 November 2021</p> <p>Last date and time for applications under the Placement: 22 November 2021 at 7 p.m.</p>

### INVESTMENT SUITABILITY

#### WHO IS THE INVESTMENT SUITABLE FOR?

The Notes are suitable for you if you:

- want regular income at a fixed rate rather than capital growth;
- want priority in payouts over share dividends in an insolvency situation;
- are prepared to lose the principal investment if the Issuer and the Guarantor fail to repay the amount due under the Notes; and
- are prepared to hold your investment until maturity or to exit the Notes only by sale in the secondary market which may be unprofitable or impossible.

### KEY FEATURES

#### Background Information

#### WHO ARE YOU INVESTING WITH?

**The Issuer** is indirectly, through an Investment Holding Company, a wholly-owned subsidiary of Temasek and was incorporated under the laws of Singapore on 27 August 2015. It is an Investment Holding Company whose principal activity is financing.

**The Guarantor** is an investment company with a portfolio of investments covering a wide range of countries and industry sectors. Temasek was incorporated in 1974 under the Singapore Companies Act and is wholly-owned by the Government through MOF. The Constitution of Singapore sets out a framework relating to the safeguarding of past reserves of Temasek as described in “Annex D – Constitutional safeguards” of the Offering Circular.

*Refer to “Business of Temasek” commencing on page 49 and “The Issuer” commencing on page 78 of the Offering Circular.*

#### WHAT ARE YOU INVESTING IN?

We are offering up to S\$350 million in aggregate principal amount of the Notes in the Public Offer and the Placement (subject to the Upsize Option). The Notes are issued pursuant to the Programme. The Issue Price is S\$1 per S\$1 in principal amount of the Notes. Unless previously redeemed or purchased and cancelled, the Notes will be redeemed on 24 November 2026. Interest accrues from 24 November 2021 to 24 November 2026 at a rate of 1.8% per annum, made in two payments to Noteholders on 24 May and 24 November each year.

The Guarantor will unconditionally and irrevocably guarantee to each Noteholder the due payment of all amounts owing from time to time under the Notes. The Notes constitute direct, unsecured and unsubordinated obligations of the Issuer and will rank *pari passu* among themselves and at least *pari passu* with all other existing and future unsecured and unsubordinated obligations of the Issuer, other than with respect to obligations which may be preferred by law or rank senior by operation of law.

*Refer to “Terms and conditions of the Notes” commencing on page 81 of the Offering Circular and the Pricing Supplement.*

The Notes may be redeemed at the option of the Issuer for certain taxation reasons set forth in “Terms and Conditions of the Notes – Redemption, Purchase and Options – Redemption for Taxation Reasons” of the Offering Circular. The Notes may be redeemed at the option of the Issuer in whole or in part at the Optional Redemption Amount specified in the Pricing Supplement (which shall be equal to the greater of (i) the principal amount of the Notes being redeemed and (ii) the amount determined by discounting the principal amount of the Notes plus all required remaining scheduled interest payments due on such Notes at the Make Whole Call Reference Rate (as defined in the Pricing Supplement) plus a spread specified in the Pricing Supplement), together with interest accrued to the date fixed for redemption.

### Key Financial Information

#### The Issuer

##### Key profit and loss information:

	Year ended 31 March	
	2020	2021
	(S\$'000)	
Finance expenses	(14,182)	(14,214)
Loss before income tax	(16,968)	(14,998)

##### Key balance sheet information:

	As at 31 March	
	2020	2021
	(S\$'000)	
Total asset	530,579	515,716
Total liabilities	504,225	504,360
Total equity	26,354	11,356

##### Key cash flows information:

	Year ended 31 March	
	2020	2021
	(S\$'000)	
Cash generated from operating activities	13,500	13,500
Proceeds from borrowings	–	–
Interest paid	(13,500)	(13,500)
Cash flows from operating activities	–	–
Cash flows used in investing activities	–	–
Cash flows from financing activities	–	–
Net increase in cash and cash equivalents	–	–
Cash and cash equivalents at the beginning of the year	–	–
Cash and cash equivalents at the end of the year	–	–

In each of the years ended 31 March 2020 and 2021, the amount of S\$13,500,000 was received from a related company and utilised for payment of interest on the Series 1 Notes.

#### The Temasek Group

##### Key profit and loss information:

	Year ended 31 March		
	2019	2020	2021
	(S\$ million)		
Revenue	114,642	118,623	110,900
Profit before tax	18,674	15,216	56,475
Profit attributable to equity holder of Temasek	11,828	8,838	56,547
Unrealised mark-to-market (“MTM”) losses/(gains) of sub-20% investments	987	2,543	(45,559)
Net profit excluding unrealised MTM gains or losses	12,815	11,381	10,988

##### Key balance sheet information:

	As at 31 March		
	2019	2020	2021
	(S\$ million)		
Total assets	509,055	594,931	652,950
Total liabilities	177,855	231,875	237,724
Equity attributable to equity holder of Temasek	283,541	290,503	347,529

The financial information of the Issuer presented here are key extracts of the Issuer’s financial statements included in the Offering Circular. For more information, refer to “The Issuer – Selected financial data for the Issuer” commencing on page 78 of the Offering Circular, and “Financial Statements of the Issuer” commencing on pages FSA1 and FSB1 of the Offering Circular.

The financial information of the Temasek Group presented here are key extracts of the Temasek Group’s financial statements included in the Offering Circular. For more information, refer to “Summary financial and other information” commencing on page 16 of the Offering Circular, “Selected financial and other data” commencing on page 33 of the Offering Circular, “Management’s discussion and

Key cash flows information:	Year ended 31 March			<i>analysis of financial condition and results of operations" commencing on page 38 of the Offering Circular and "Consolidated Financial Statements of Temasek" commencing on page FS1 of the Offering Circular.</i>
	2019	2020	2021	
	(S\$ million)			
Cash flows from operating activities	15,825	17,377	7,305	
Cash flows used in investing activities	(13,451)	(9,808)	(16,399)	
Cash flows from financing activities	10,982	2,035	7,888	
Net increase/(decrease) in cash and cash equivalents	13,356	9,604	(1,206)	
Cash and cash equivalents at the beginning of the year	46,421	59,777	69,381	
Cash and cash equivalents at the end of the year	59,777	69,381	68,175	

#### Trends, Uncertainties, Demands, Commitments or Events Reasonably Likely to Have a Material Effect

The following are the significant factors affecting the Temasek Group's financial condition and results of operations:

##### Global market and economic conditions

- The Temasek Group's results of operations could be materially affected by conditions in the global capital markets and the economy generally.
- The novel coronavirus ("COVID-19") pandemic and ensuing mobility restrictions around the world have had an unprecedented adverse impact on the global economy. Global markets experienced significant volatility on the back of lockdowns and widespread business closures in the first half of 2020. Policymakers around the world responded to the crisis through extraordinary fiscal and monetary policies, including through direct support, bridge financing to corporates and households as well as large-scale asset purchase programmes in a bid to prevent systemic financial risks from escalating. These decisive steps supported a rebound in financial markets from the trough in March 2020. Subsequent successes in vaccine trials and the conclusion of the U.S. elections in the fourth quarter of 2020 further boosted sentiment and raised expectations of a robust recovery. The International Monetary Fund ("IMF") estimates that the global economy contracted 3.3% in 2020, the worst downturn since 1980, according to its April 2021 World Economic Outlook update. Despite the downturn, global equities as measured by the MSCI AC World Index gained 14% for the year, generating some concern over a disconnect between economic reality and risk asset performance.
- The IMF expects global growth to come in at 6% in 2021. This rebound is expected to be facilitated by successful vaccine rollouts in several major economies as well as additional fiscal support, especially in the United States. China, which emerged from the pandemic earlier in 2020, is expected to register strong growth in 2021, aided by stability in household income, supportive policy stance and an improved export outlook. For many other countries however, particularly emerging and low-income developing markets, the recovery is expected to be more challenged, especially given labour market structures where informal employment is more prevalent, work-from-home and teleworking arrangements are less viable, and access to vaccines and health care in general are more limited.
- A high degree of uncertainty over the global outlook remains, stemming from new COVID-19 variants with potentially worse virulence, limited supply of vaccines, the effectiveness of policy responses and evolving financial conditions, among other factors. There continues to be far-reaching impact of the COVID-19 pandemic on communities, with associated volatility in the global economy and disruptions to businesses. Case numbers globally remain high, although the experience in countries where vaccines are being deployed rapidly gives some cause for optimism. In emerging and low-income developing markets, the economic recovery is expected to be more challenged, especially given labour market structures where informal employment is more prevalent, work-from-home and teleworking arrangements are less viable, and access to vaccines and health care in general are more limited. There remains significant uncertainty over the potential long-term effects of the pandemic, including in relation to widening inequality. The pandemic has also exposed vulnerabilities in supply chain dependencies and accelerated the importance of technology. Outside of the pandemic, other macroeconomic, strategic, financial and political risks remain, including U.S.-China tensions and climate-related issues. In addition,

*Refer to "Management's discussion and analysis of financial condition and results of operations" commencing on page 38 of the Offering Circular and "Business of Temasek" commencing on page 49 of the Offering Circular.*

<p>risk assets entered 2021 with higher valuations than their historical levels and could also be vulnerable to shifts in sentiment, as well as changes in financial conditions as global central banks normalise monetary policy. Altogether, these risks could lead to a more challenging global business environment ahead, with unknown consequences for companies globally.</p> <ul style="list-style-type: none"> <li>• There can be no assurance of how long these current economic conditions will continue, whether they will deteriorate further, and which of Temasek's portfolio companies' businesses may be adversely affected. Temasek's investment portfolio has some concentrated exposure to a few industry sectors and geographic regions. See "Business of Temasek – Risk management – Strategic and Performance Risk" of the Offering Circular.</li> <li>• Temasek's consolidated results of operations could be adversely impacted by a decline in the value of its investment securities as Temasek is required to record year-to-year changes in market value of sub-20% investments as profits or losses in the Temasek Group's income statement. In such case, Temasek's consolidated shareholder's equity would also be adversely impacted due to the decline in the value of its investment securities. To facilitate year-to-year comparisons of the Temasek Group's net profit without the impact of fluctuations in the market value of sub-20% investments, additional non-IFRS information on "net profit excluding unrealised MTM gains or losses" is included in the Offering Circular and in note 42 of Temasek's consolidated financial statements included in the Offering Circular. Temasek's investments are typically denominated in the local currency of the countries in which the investments are made. Accordingly, Temasek's returns on these investments, including any dividends received from these investments, are subject to foreign exchange rate risks. Furthermore, fluctuations between these currencies and the Singapore dollar, Temasek's reporting currency, expose Temasek to translation risk when accounting for these investments in its financial statements.</li> <li>• Factors such as consumer spending, business investment, government spending, the volatility and strength of the capital markets and inflation all affect the business and economic environment and, ultimately, the value and profitability of Temasek's portfolio companies' businesses. Negative trends in these factors could lead to declines in the Temasek Group's revenue and profit. In the event of extreme prolonged market events, such as the global financial crisis, the Temasek Group could incur significant losses.</li> </ul> <p><b>Investments and divestments by Temasek</b></p> <ul style="list-style-type: none"> <li>• Temasek and/or its subsidiaries may invest and/or divest their interests in a range of companies from time to time. Temasek may invest directly or co-invest with partners. These investments may take the form of majority or minority stakes or joint ventures. Investments and divestments by Temasek and/or its subsidiaries may affect the comparability of the Temasek Group's historical results of operations between periods, and future investments or divestments by Temasek and/or its subsidiaries may affect the Temasek Group's financial condition and results of operations and the comparability of historical results of operations with future periods.</li> </ul> <p><b>The above is a summary of the "Management's discussion and analysis of financial condition and results of operations – Significant factors affecting the Temasek Group's financial condition and results of operations" section of the Offering Circular and these are not the only trends, uncertainties, demands, commitments or events that could affect Temasek and the Issuer. For example, the Singapore economy is also a significant factor affecting the Temasek Group's financial condition and results of operations.</b></p>	
<b>Use of Proceeds</b>	
<p>The net proceeds will be provided by the Issuer to Temasek and its Investment Holding Companies to fund their ordinary course of business.</p>	<p>Refer to "Use of proceeds" on page 31 of the Offering Circular.</p>
<b>KEY RISKS</b>	
<p><b>WHAT ARE THE KEY RISKS OF THIS INVESTMENT?</b></p> <p><b>Investing in the Notes involves substantial risks. Set out below are some of the key risks of investing in the Notes. This list is not exhaustive, and does not represent all the risks associated with, and considerations relevant to, the Notes or your decision to purchase the Notes. These risk factors could affect our ability to fulfil our obligations to Noteholders, or the price or value of the Notes, and may cause you to lose some or all of your investment.</b></p>	<p>Refer to "Risk factors" commencing on page 21 of the Offering Circular.</p>

### Business-Related Risks

#### **Temasek and its portfolio companies are subject to macroeconomic, strategic, financial, operational and political risks**

In particular, its investment portfolio is subject to investment and market risks as well as concentration risks. Temasek's investment portfolio may be concentrated in certain sectors and geographic regions or in certain of its individual investments which may or may not be listed. As at 31 March 2021, Temasek's top three sectors (based on contribution to Temasek's Net Portfolio Value (as defined in the Offering Circular)) were financial services, telecommunications, media & technology and transportation & industrials, which comprised 24%, 21% and 19%, respectively. In terms of geographic exposure, as at 31 March 2021, approximately 27% of Temasek's Net Portfolio Value was in China, 24% in Singapore, 20% in the Americas, 13% in rest of Asia, 12% in Europe, Middle East & Africa and 4% in Australia & New Zealand. Temasek's investment portfolio profile may change from period to period depending on various factors, including market conditions, investment opportunities and the investments and divestments undertaken by Temasek. The macroeconomic environment remains challenging and the Temasek Group's results of operations could be materially affected by conditions in the global capital markets and the economy generally.

The COVID-19 pandemic and ensuing mobility restrictions around the world have had an unprecedented adverse impact on the global economy. Global markets experienced significant volatility on the back of lockdowns and widespread business closures in the first half of 2020. Policymakers around the world responded to the crisis through extraordinary fiscal and monetary policies, including through direct support, bridge financing to corporates and households as well as large-scale asset purchase programmes in a bid to prevent systemic financial risks from escalating. These decisive steps supported a rebound in financial markets from the trough in March 2020. Subsequent successes in vaccine trials and the conclusion of the U.S. elections in the fourth quarter of 2020 further boosted sentiment and raised expectations of a robust recovery. The IMF estimates that the global economy contracted 3.3% in 2020, the worst downturn since 1980, according to its April 2021 World Economic Outlook update. Despite the downturn, global equities as measured by the MSCI AC World Index gained 14% for the year, generating some concern over a disconnect between economic reality and risk asset performance.

Downside risks and volatility in the global financial markets have had, and could in the future have, a significant impact on the value of Temasek's portfolio, the value and profitability of Temasek's portfolio companies' businesses and, in turn, the Temasek Group's revenue and profitability. In addition, these conditions have had, and could in the future have, a significant impact on the ability of Temasek's portfolio companies to pay dividends or make other distributions or payments to Temasek, or may result in its investment selections not generating the expected returns.

Temasek's consolidated results of operations could be adversely impacted by a decline in the value of its investment securities as Temasek is required to record year-to-year changes in market value of sub-20% investments as profits or losses in the Temasek Group's income statement. In such case, Temasek's consolidated shareholder's equity would also be adversely impacted due to the decline in the value of its investment securities. Furthermore, because Temasek has investments in different geographic regions that are denominated in different foreign currencies, Temasek's returns on these investments, including any dividends received from these investments, are subject to foreign exchange rate risks. Fluctuations between these currencies and the Singapore dollar, Temasek's reporting currency, also expose Temasek to translation risk when accounting for these investments in its financial statements. While Temasek adopts a portfolio risk management approach and regularly monitors its portfolio in respect of such risks, these risks are inherent in Temasek's business and cannot be entirely eliminated. Any such risks, if they materialise, may adversely affect the Temasek Group's financial condition and results of operations. Furthermore, any political instability, terrorism or military conflict in countries in the regions in which Temasek invests or globally could materially and adversely affect the Temasek Group's results of operations, financial position and cash flows. In U.S. dollar terms, fluctuations in exchange rates will also affect the trading price of Notes, as well as the value of payments of interest and principal.

Refer to "Global market and economic conditions" under the section "Trends, Uncertainties, Demands, Commitments or Events Reasonably Likely to Have a Material Effect" above, "Management's discussion and analysis of financial condition and results of operations – Significant factors affecting the Temasek Group's financial condition and results of operations – Global market and economic conditions" commencing on page 38 of the Offering Circular and "Business of Temasek – Risk management" commencing on page 62 of the Offering Circular.

**The Issuer is an Investment Holding Company whose principal activity is financing, while Temasek is an investment company and is substantially dependent on the payment of dividends and distributions by its portfolio companies, and cash receipts from disposals of its investments in its portfolio companies**

The Issuer is indirectly a wholly-owned subsidiary of Temasek. It is an Investment Holding Company whose principal activity is financing. The Issuer will provide the proceeds from the Notes to Temasek and its Investment Holding Companies to fund their ordinary course of business. As Temasek is an investment company incorporated for the purpose of holding and managing its investments both in Singapore and other countries, its operating cash flows and its ability to meet its obligations, including under the Guarantee and funding the Issuer's payments on the Notes, are substantially dependent upon the payment of funds by its portfolio companies to it in the form of dividends, distributions or otherwise, cash receipts from disposals or divestitures of its investments and its ability to borrow. Temasek's portfolio companies are legally distinct from Temasek and have no obligation to pay any amounts due with respect to Temasek's obligations or to make funds available for such payments. Dividends and distributions (if any) are made by Temasek's portfolio companies at their discretion. The ability of Temasek's portfolio companies to pay dividends or make other distributions or payments to Temasek is subject to, among others, availability of profits or funds, restrictions on the payment of dividends contained in each portfolio company's indebtedness and applicable laws and regulations. For example, between March and July 2020, banking regulators around the world, including in the United States, England, the EU and Singapore, announced temporary restrictions of, or recommendations against, dividend distributions and share buybacks by their regulated banks in order to preserve capital buffers amid the volatile and uncertain economic conditions caused by the COVID-19 pandemic. The Notes contain no covenants that prevent Temasek's portfolio companies from entering into agreements which may restrict their ability to pay dividends or make distributions to Temasek.

**Liabilities relating to investments and divestments**

In connection with an investment in, or divestment of, an interest in a company, Temasek may be exposed to certain claims or liabilities relating to the subject company (or its ownership interest therein), including without limitation tax or environmental claims or liabilities. There can be no assurance that any such claim or liability would not have a material adverse effect on Temasek's financial condition and results of operations.

**Dependence on the Singapore economy**

Any economic recession or other deterioration in Singapore's economy, changes in taxation or any decline in business, industrial, manufacturing or financial activity in Singapore could materially and adversely affect the Temasek Group's results of operations, financial position and cash flows. See "Management's discussion and analysis of financial condition and results of operations – Significant factors affecting the Temasek Group's financial condition and results of operations – The Singapore economy" of the Offering Circular.

**Legal, Regulatory and Enforcement Risks**

**Temasek, its Investment Holding Companies and its portfolio companies are exposed to various regulatory and litigation risks**

As Temasek and its Investment Holding Companies hold investments in many countries, they are subject to different judicial systems and complex legal and regulatory requirements across many jurisdictions, which change from time to time and are becoming increasingly onerous. Regulatory matters or litigation actions involving Temasek or its Investment Holding Companies or legal and regulatory requirements or restrictions applicable to Temasek or such entities in any jurisdiction may result in significant costs or other losses to Temasek or such entities and may have a material adverse effect on the Temasek Group's financial condition and results of operations. As Temasek and its portfolio companies operate around the world and provide worldwide services with facilities in many countries, they are subject to different judicial systems and complex legal and regulatory requirements across many jurisdictions, which change from time to time and are becoming increasingly onerous. These include trade and non-trade barriers and Base Erosion and Profit Shifting 2.0 requirements to allocate profits to market jurisdictions and payment of global



minimum taxes, as well as the risk of regulatory or litigation action by regulators or private parties. Any such regulatory or litigation actions against Temasek or its portfolio companies or legal and regulatory requirements or restrictions applicable to Temasek or such entities in any jurisdiction may result in significant costs or other losses to Temasek or such entities and may have a material adverse effect on the Temasek Group's financial condition and results of operations. Note 39 of the consolidated financial statements of Temasek included in the Offering Circular includes more information on examples of regulatory and litigation actions against members of the Temasek Group.

**Noteholders seeking to enforce the Guarantee will rank behind creditors of Temasek's Investment Holding Companies and portfolio companies (other than the Issuer)**

Although the Noteholders (and other equally ranked creditors) will rank ahead of Temasek's shareholder in terms of payment priority if Temasek becomes insolvent, the Noteholders are not creditors of Temasek's Investment Holding Companies and portfolio companies (other than the Issuer). Generally, claims of creditors, including trade creditors, and claims of preferred shareholders, if any, of such companies will have priority with respect to the assets and earnings of such companies over the claims of Temasek and its creditors, including Noteholders seeking to enforce the Guarantee (that is, the Notes and the Guarantee are structurally subordinated to all and any existing and future liabilities and obligations of such companies). The Trust Deed does not contain any restrictions on the ability of Temasek or its Investment Holding Companies and portfolio companies to incur indebtedness.

**Risks relating to Singapore taxation**

The Notes are intended to be "qualifying debt securities" for the purposes of the Income Tax Act, Chapter 134 of Singapore, subject to the fulfilment of certain conditions more particularly described in "Certain tax considerations – Singapore taxation" of the Offering Circular. However, there can be no assurance that such Notes will continue to enjoy the tax concessions afforded by such designation should the relevant tax laws be amended or revoked at any time.

**The Trustee shall not be obliged to take any action on behalf of Noteholders if not indemnified and/or secured to its satisfaction**

In certain circumstances (pursuant to Condition 9 (*Events of Default*) of the Notes), the Trustee may (at its sole discretion) request Noteholders to provide an indemnity and/or security to its satisfaction before it takes action on behalf of Noteholders. The Trustee shall not be obliged to take any such action if not indemnified and/or secured to its satisfaction. Negotiating and agreeing to an indemnity and/or security can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take action, notwithstanding the provision of an indemnity or security to it, in breach of the terms of the Trust Deed and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the Trust Deed, the terms and conditions of the Notes and applicable law, it will be for the Noteholders to take such action directly.

**Application of Singapore insolvency and related laws to the Issuer and the Guarantor may result in a material adverse effect on the Noteholders**

There can be no assurance that the Issuer and/or the Guarantor will not become the subject of insolvency-related proceedings or procedures. In the event of an insolvency or near insolvency of the Issuer and/or the Guarantor, the application of certain provisions of Singapore insolvency and related laws may have a material adverse effect on the Noteholders, including as described below. Where the Issuer or the Guarantor is insolvent or close to insolvent and the Issuer or, as the case may be, the Guarantor undergoes certain insolvency procedures, there may be a moratorium against proceedings which may apply in the case of, among others, judicial management, schemes of arrangement and/or winding-up in relation to the Issuer or, as the case may be, the Guarantor or their related companies. These moratoriums can be lifted with court permission and in the case of judicial management, with the consent of the judicial manager or with court permission. If there is any need for the Trustee to bring an action against the Issuer or, as the case may be, the Guarantor, the need to obtain court permission or the judicial manager's consent may result in delays in being able to bring or continue legal proceedings that may be necessary in the process of recovery. Further, in respect of schemes of arrangement, Noteholders may in certain scenarios be bound by a scheme of arrangement to which they may have dissented. In addition, the IRD Act includes a prohibition against, among others, claiming an accelerated payment under any agreement with a company that commences certain insolvency or rescue proceedings. This prohibition is not expected to apply to any contract or agreement that is, or that is directly connected with, the Notes. However, it may apply to related contracts that are not found to be directly connected with the Notes.

Market and Credit Risks	
<p><b>Credit ratings assigned to Temasek are statements of opinion and not investment recommendations</b></p> <p>Temasek has been assigned an overall corporate credit rating of “Aaa” by Moody’s and “AAA” by S&amp;P. The Notes have been rated “Aaa” by Moody’s and “AAA” by S&amp;P. A credit rating is a statement of opinion and is not a recommendation to buy, sell or hold the Notes. Credit ratings are subject to suspension, revision or withdrawal at any time by the assigning credit rating agency, who may also revise or replace entirely the methodology applied to assign credit ratings. Temasek may additionally be issued a stand-alone credit rating. No assurance can be given that any such stand-alone credit rating would be the same as or would not be lower than Temasek’s overall corporate credit rating. Moreover, no assurances can be given that a credit rating will remain for any given period of time or that a credit rating will not be lowered or withdrawn entirely by the relevant credit rating agency if in its judgment circumstances in the future so warrant or if a different methodology is applied. Investors should consult their own financial or other professional adviser before making any decisions based on credit ratings. Moody’s and S&amp;P have not provided their consent to the inclusion of such information in the Offering Circular and therefore are not liable for information regarding credit ratings contained therein. Neither the Issuer nor Temasek has any obligation under the Notes to inform Noteholders of any such revision, downgrade or withdrawal. A suspension, revision or withdrawal at any time of the credit rating assigned to Temasek, the Programme or the Notes may adversely affect the market price or liquidity of the Notes. Moreover, Temasek’s credit ratings do not reflect the potential impact related to market or other risks discussed above relating to the Notes.</p> <p><b>Effects of redemption</b></p> <p>As the Notes are redeemable at the option of the Issuer and are subject to mandatory redemption, the Notes may be redeemed at a time when prevailing interest rates are relatively low. If this happens, a Noteholder, generally, will not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the redeemed Notes. For this reason, the redemption feature can affect the market value of the Notes.</p> <p><b>An investment in the Notes is subject to a risk of default</b></p> <p>An investment in the Notes is essentially a loan of money to the Issuer, and is subject to the risk that the Issuer will fail to timely make interest payments when due or principal payments at maturity and thus default on the Notes. The default risk of each issuer is different, depending on, among other things, its financial position, indebtedness and other financial obligations. Some issuers, or their bonds, are rated by credit rating agencies, based on their respective assessments of the issuer’s quality of assets, cash flows, liquidity positions and other factors. Each credit rating agency has its own proprietary criteria for assessing credit quality. Issuers with higher credit quality are generally regarded to be less likely to default, and thus generally pay lower interest rates. Conversely, issuers with lower credit quality are generally more likely to pay higher interest rates because investors are generally regarded as taking on a higher default risk. According to Moody’s, the average annual corporate default rates between 2001 and 2020 for issuers with credit ratings of “Aaa”, “Aa”, “A”, “Baa”, “Ba”, “B” and “Caa” to “C” were 0.00%, 0.03%, 0.07%, 0.20%, 0.53%, 2.13% and 11.18%, respectively.</p> <p><b>There is no assurance that the Issuer and/or the Guarantor will have sufficient cash flow to meet payment obligations under the Notes</b></p> <p>There is no assurance that the Issuer and/or the Guarantor will have sufficient cash flow to meet payment obligations under the Notes as and when they fall due, in the event the Issuer and/or the Guarantor suffers a material deterioration in its financial condition. In such event, the ability of the Issuer and/or the Guarantor to comply with its payment obligations under the Trust Deed and the Notes may be adversely affected.</p>	<p><i>Refer to “Credit ratings” commencing on page 126 of the Offering Circular.</i></p> <p><i>Refer to “Risk factors – Risks related to the Issuer and Temasek – Credit ratings assigned to Temasek are statements of opinion and not investment recommendations” commencing on page 22 of the Offering Circular and “Credit ratings” commencing on page 126 of the Offering Circular.</i></p>
Liquidity Risks	
<p><b>Selling and transfer restrictions relating to the Notes</b></p> <p>The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended or modified from time to time, or the securities or “blue sky” laws of any state of the U.S., and may not be offered or sold in the U.S. or to, or for the account or benefit of U.S. persons. The Notes may be offered and sold only outside the U.S. to non-U.S. persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended. Noteholders may also not offer or sell the Notes in the U.S. or to, or for the account or benefit of U.S. persons. In addition, the Notes have not been registered under the securities laws of any other country.</p>	<p><i>Refer to “Notice to purchasers and holders of Registered Notes and transfer restrictions” on page 124 of the Offering Circular</i></p>

<p><b>No existing trading market for the Notes</b></p> <p>The Notes constitute a new class of securities with no established market or prior trading history. While the Notes are intended to be listed on the SGX-ST, there can be no assurance that a market for such Notes will be available or, if it is available, that it will provide investors with an avenue for liquidity for their investment, nor is there any assurance as to how long such Notes will be listed on the SGX-ST or the prices at which they may trade. In particular, the Notes could trade at prices that may be higher or lower than the initial offering price due to many factors, including prevailing interest rates, the Temasek Group's operating results, the market for similar securities and general macroeconomic and market conditions in Singapore and elsewhere. There is no assurance that Noteholders will be able to sell their Notes at a price which is attractive to them, or be able to sell their Notes at all. Consequently, a prospective Noteholder must be prepared to hold the Notes until the maturity date.</p> <p><b>The market value of the Notes may fluctuate</b></p> <p>The trading price of the Notes may be influenced by numerous factors, including the market for similar securities, the operating results and/or financial condition of the Temasek Group and political, economic, financial and any other factors that can affect the capital markets, the industry sectors that Temasek's investment portfolio has exposure to and the Temasek Group generally. Adverse economic developments in Singapore as well as countries in which the Temasek Group operates or has business dealings could have a material adverse effect on the operating results and/or financial condition of the Temasek Group and the market value of the Notes. As a result, the market price of the Notes may be above or below their issue price.</p> <p><b>An investment in the Notes is subject to inflation risk</b></p> <p>Noteholders may suffer erosion on the return of their investments due to inflation. Noteholders may have an anticipated real rate of return based on expected inflation rates on the purchase of the Notes. An unexpected increase in inflation could reduce the actual real returns, as the principal repayment and interest payments on the Notes may not keep pace with inflation.</p> <p><b>An investment in the Notes is subject to interest rate risk</b></p> <p>Noteholders may suffer unforeseen losses (both realised and unrealised) due to fluctuations in interest rates. Generally, following a rise in interest rates, prospective purchasers of the Notes in the trading market may have opportunities to instead invest in newly issued notes bearing higher interest rates, which in turn may cause a decrease in demand for the Notes and a fall in the prices of the Notes. The market value of the Notes may be similarly affected which may result in a capital loss for Noteholders. There is no assurance that Noteholders will be able to sell their Notes at a price which is attractive to them, or at all. Consequently, a prospective Noteholder must be prepared to hold the Notes until the maturity date. Conversely, when interest rates fall, the prices of the Notes and the prices at which the Notes trade may rise. Noteholders may enjoy a capital gain but interest payments received may be reinvested at lower prevailing interest rates.</p>	
<b>Other Pertinent Risks</b>	
<p><b>Government ownership of Temasek</b></p> <p>Temasek is wholly-owned by the Government through MOF. However, as the Government is not obligated to provide financial support to Temasek, Temasek's obligations under the Guarantee are not guaranteed by the Government and the Government has no obligation to Noteholders. There can be no assurance that the Government will provide financial support to Temasek in the event that Temasek is unable to meet its obligations under the Guarantee. In addition, the Government is not obligated to, and there can be no assurance that it will, maintain its current level of ownership in Temasek. Under the Singapore Companies Act, Temasek's business is managed by or under the direction of its Directors. Notwithstanding that the Government, through MOF, has the capacity to cause a shareholder resolution for the appointment or removal of the Directors of Temasek to be passed, such appointment or removal is subject to safeguards under the Constitution. While the Government, through MOF, has not taken any action to cause any shareholder resolution to be passed by MOF for the removal of any Director of Temasek, subject to applicable laws including the safeguards under the Constitution, there can be no assurance that the Government will not do so in the future in a way that is inconsistent with the interests of Noteholders.</p> <p><b>The terms and conditions of the Notes and the provisions of the Trust Deed may be modified</b></p> <p>The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and</p>	<p><i>Refer to "Annex D – Constitutional safeguards" commencing on page D-1 of the Offering Circular.</i></p>

<p>vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority. The Trust Deed and the terms and conditions of the Notes also provide that the Trustee may agree, without the consent of the Noteholders, to certain modifications, and waivers or authorisation of certain breaches or proposed breaches of, the provisions of the Trust Deed, which shall be binding on all Noteholders.</p>	
<b>DEFINITIONS</b>	
Allocation Condition	: The condition that no Note shall be issued unless not less than 20% of the Notes are issued to institutional investors and relevant persons (excluding any amount of Notes issued or to be issued to the Joint Lead Managers and Bookrunners for their own accounts)
Directors	: The directors of the Issuer and/or Temasek, as the case may be
Government	: The Government of Singapore
Guarantee	: The guarantee given by the Guarantor as set out in the Trust Deed
Guarantor	: Temasek Holdings (Private) Limited
IRD Act	: The Insolvency, Restructuring and Dissolution Act 2018 (Act 40 of 2018)
Investment Holding Companies	: Temasek Holdings (Private) Limited's direct and indirect wholly-owned subsidiaries, whose boards of directors or equivalent governing bodies comprise employees or nominees of (1) Temasek Holdings (Private) Limited, (2) Temasek Pte. Ltd., a wholly-owned subsidiary of Temasek Holdings (Private) Limited, and/or (3) wholly-owned subsidiaries of Temasek Pte. Ltd. The principal activities of Temasek Holdings (Private) Limited and its Investment Holding Companies are that of investment holding, financing and/or the provision of investment advisory and consultancy services
Issuer	: Temasek Financial (IV) Private Limited
MOF	: The Minister for Finance, a body corporate constituted under the Minister for Finance (Incorporation) Act, Chapter 183 of Singapore
Moody's	: Moody's Investors Service, Inc.
Noteholders	: The holders of the Notes
Offer	: The offer of up to S\$350 million in aggregate principal amount of Notes pursuant to the Public Offer and Placement, provided that the Issuer shall not be under any obligation to issue any Notes if the Allocation Condition is not satisfied, and subject to the Upsize Option and the Re-allocation
Offering Circular	: The offering circular dated 19 July 2021 in relation to the Programme
Placement	: The offering of S\$250 million in aggregate principal amount of Notes at the Issue Price to institutional and other investors, subject to the Allocation Condition, the Upsize Option and the Re-allocation
Pricing Supplement	: The pricing supplement dated 15 November 2021, to be read in conjunction with the Offering Circular, specifying the relevant issue details in relation to the Notes
Programme	: The S\$5,000,000,000 Guaranteed Medium Term Note Programme of the Issuer
Public Offer	: The offering of up to S\$100 million in aggregate principal amount of Notes at the Issue Price to Retail Investors in Singapore through Electronic Applications (as defined in the Offering Circular), subject to the Allocation Condition, the Upsize Option and the Re-allocation
Re-allocation	: Subject to the Allocation Condition, the Issuer and the Guarantor may, at their discretion and in consultation with the Joint Lead Managers and Bookrunners, re-allocate the aggregate principal amount of Notes offered between the Public Offer and the Placement
Retail Investors	: Investors in Singapore who are not institutional investors or relevant persons
S&P	: S&P Global Ratings, a division of The McGraw-Hill Companies, Inc.
SGX-ST	: The Singapore Exchange Securities Trading Limited
Singapore Companies Act	: Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
Temasek	: As the context requires, Temasek Holdings (Private) Limited individually or Temasek Holdings (Private) Limited and its Investment Holding Companies collectively
Temasek Group	: Temasek together with its subsidiaries, taken as a whole
Trust Deed	: The trust deed dated 3 August 2018 entered into among the Issuer, the Guarantor and the Trustee
Trustee	: DBS Trustee Limited
Upsize Option	: Subject to the Allocation Condition, the option of the Issuer and the Guarantor prior to the issue date of the Notes to (i) increase the issue size of the Notes under the Public Offer and/or the Placement and (ii) determine the final allocation between the Public Offer and the Placement, such that the maximum issue size shall not exceed S\$500 million in aggregate principal amount of the Notes
<b>CONTACT INFORMATION</b>	
<p>If you have questions, please contact DBS Bank Ltd. at 1800 111 1111, POSB at 1800 339 6666, Oversea-Chinese Banking Corporation Limited at 1800 363 3333, United Overseas Bank Limited at 1800 222 2121 until 12 noon on 22 November 2021.</p>	