



SATS Ltd.

(Incorporated in the Republic of Singapore)
Company Registration No. 197201770G

LETTER TO SHAREHOLDERS

Directors:

Mr Irving Tan
(Non-Executive Chairman and Independent Director)
Mr Kerry Mok
(Executive Director and President & Chief Executive Officer)
Ms Vinita Bali *(Non-Executive, Independent Director)*
Ms Chan Lai Fung *(Non-Executive, Independent Director)*
Mr Eng Aik Meng *(Non-Executive, Non-Independent Director)*
Mr Mak Swee Wah *(Non-Executive, Independent Director)*
Mr Pier Sigismondi *(Non-Executive, Independent Director)*
Ms Deborah Tan (Mrs Deborah Ong)
(Non-Executive, Independent Director)
Mr Malcolm Wilson *(Non-Executive, Independent Director)*
Mr Michael Zechmeister *(Non-Executive, Independent Director)*

Registered Office:

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18 June 2026

To: The Shareholders of SATS Ltd.

Dear Sir/Madam

1. INTRODUCTION

1.1 Notice of 2026 AGM. We refer to:

- (a) the Notice of Annual General Meeting (the “**Notice**”) of SATS Ltd. (the “**Company**”) dated 18 June 2026, convening the 53rd Annual General Meeting of the Company to be held on 17 July 2026 (the “**2026 AGM**”);
- (b) Ordinary Resolution No. 10 relating to, *inter alia*, the proposed alterations to the SATS Performance Share Plan (“**SATS PSP**”) and the SATS Restricted Share Plan (“**SATS RSP**”) and together with the SATS PSP, the “**Share Plans**”) (as proposed in the Notice);
- (c) Ordinary Resolution No. 11 relating to the proposed renewal of the IPT Mandate (as defined below, as proposed in the Notice); and
- (d) Ordinary Resolution No. 12 relating to the proposed renewal of the Share Purchase Mandate (as defined below, as proposed in the Notice).

- 1.2 **Letter to Shareholders.** The purpose of this Letter is to provide shareholders of the Company (“**Shareholders**”) with information relating to Ordinary Resolution Nos. 10, 11 and 12 proposed in the Notice (the “**Proposals**”).
- 1.3 **SGX-ST.** The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Letter.
- 1.4 **Legal Adviser.** Allen & Gledhill LLP is the legal adviser to the Company in relation to the proposed alterations to the Share Plans and the proposed renewal of the Share Purchase Mandate.
- 1.5 **Advice to Shareholders.** Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

2. THE PROPOSED ALTERATIONS TO THE SHARE PLANS

- 2.1 **Background.** The Share Plans were adopted at an Extraordinary General Meeting of the Company held on 19 July 2005 for an initial duration of 10 years and subsequently at the Annual General Meetings held on 23 July 2014 and 19 July 2024, were extended for further periods of 10 years up to 18 July 2025 and 18 July 2035 respectively. Awards granted under the Share Plans represent the right of a participant to receive fully paid ordinary shares (“**Shares**”), their equivalent cash value or combinations thereof, free of charge, provided that prescribed performance conditions (if any) are met and/or upon expiry of prescribed vesting periods (if any).
- 2.2 **Proposed Alterations and Rationale.** The Company is proposing to alter the Share Plans by changing the maximum limit placed on the number of new Shares which may be issued under the Share Plans. Currently, the aggregate number of new Shares which may be issued under the Share Plans and the SATS Employee Share Option Plan (the “**SATS ESOP**”) is limited to 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time. The SATS ESOP was adopted by the Company in February 2000 and the last grant of options thereunder was made in July 2008. The last options granted under the SATS ESOP expired on 30 June 2018 and there are no longer any outstanding options under the SATS ESOP.

The Company has undertaken a review of the appropriateness of the maximum limit moving forward, and is proposing that the maximum limit be reduced to 8% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time, but that historical issues of new Shares made (a) under the Share Plans before 19 July 2025 (being the commencement date of the current 10-year duration of the Share Plans), and (b) under the SATS ESOP (which has expired and under which there are no outstanding options), will no longer count towards such maximum limit. This effectively means that, as altered, the maximum limit of new Shares which may be issued under the Share Plans will be 8% of the total number

of issued Shares (excluding treasury shares and subsidiary holdings) from time to time over the current 10-year duration of the Share Plans (which is from 19 July 2025 to 18 July 2035). The Company believes that this will rationalise and simplify monitoring of the maximum limit as historical issues of new Shares (including under the expired SATS ESOP) would no longer continue to count towards the number of new Shares available for future issue under the Share Plans, and as such would better align the Share Plans with the Company's current business and operational needs.

Consequential alterations are proposed to the Rules of the Share Plans to remove references to the SATS ESOP and to align the provisions regarding Annual Report disclosures with the revised provisions on the maximum limit.

The Company has also undertaken a review of the existing 1% annual sub-limit for the aggregate number of Shares under awards which may be granted pursuant to the Share Plans between the 52nd Annual General Meeting of the Company held on 25 July 2025 (the “**2025 AGM**”) and the 2026 AGM. The aggregate number of Shares comprised in grants of share awards made between the 51st Annual General Meeting of the Company held on 19 July 2024 (the “**2024 AGM**”) and the 2025 AGM was higher than in prior periods due to certain non-recurring events. Accordingly, in order to adhere to the annual grant limit under the share plan mandate approved by Shareholders at the 2024 AGM, the grants of share awards pursuant to the SATS RSP announced on 20 September 2024 and 24 June 2025 were, to the extent not yet vested, reversed and, following Shareholder approval obtained for the share plan mandate at the 2025 AGM, regranted to the relevant participants on 28 July 2025¹. Correspondingly, the grant of share awards with respect to the financial year ended 31 March 2026 has been deferred to a date after the 2026 AGM and the grant of share awards with respect to the financial year ending 31 March 2027 is intended to be made within the same cycle (i.e., between the 2026 AGM and the 54th Annual General Meeting of the Company to be held in 2027 (the “**2027 AGM**”). In order to provide for sufficient headroom for the aggregate number of Shares under awards which may be granted pursuant to the Share Plans between the 2026 AGM and the 2027 AGM, Ordinary Resolution No. 10 will provide for an increased annual sub-limit of 2%.

2.3 Shares Issued and Delivered/Outstanding Awards. As at 19 May 2026 (the “**Latest Practicable Date**”):

(a) an aggregate of:

- (i) 129,668,602 new Shares (representing approximately 8.78% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date) have been issued under the Share Plans and the SATS ESOP, out of which no new Shares were issued under the Share Plans on or after 19 July 2025; and
- (ii) 47,552,495 treasury shares (representing approximately 3.22% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date) have

¹ Please refer to the Company's announcement dated 28 July 2025 and titled “Re-Grant of Share Awards under the SATS Restricted Share Plan” which may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

been delivered under the Share Plans and the SATS ESOP, out of which 99,100 treasury shares (representing approximately 0.01% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date) were delivered under the Share Plans on or after 19 July 2025;

- (b) there are outstanding awards under the Share Plans in respect of up to a maximum of 28,607,211 Shares (representing approximately 1.94% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date), out of which outstanding awards in respect of up to a maximum of 14,445,600² Shares (representing approximately 0.98% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date) were granted under the Share Plans on or after 19 July 2025; and
- (c) there are no outstanding options under the SATS ESOP.

2.4 **Appendix 1.** The text of the Rules of the Share Plans which are proposed to be altered is set out in Appendix 1 to this Letter, with the proposed alterations blacklined. The proposed alterations to the Share Plans are subject to Shareholders' approval.

2.5 **SGX-ST.** The SGX-ST has granted in-principle approval for the listing and quotation of the new Shares to be issued pursuant to the Share Plans (as proposed to be altered), subject to, *inter alia*, compliance with the SGX-ST's listing requirements and guidelines and independent Shareholders' approval being obtained for the proposed alterations to the Share Plans. The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Share Plans (as proposed to be altered), the new Shares, the Company, its subsidiaries or its securities.

3. THE PROPOSED RENEWAL OF THE MANDATE FOR INTERESTED PERSON TRANSACTIONS

3.1 **Background.** At the 2025 AGM, Shareholders approved, *inter alia*, the renewal of a mandate (the "IPT Mandate") to enable the Company, its subsidiaries and associated companies which are considered to be "entities at risk" (as that term is used in Chapter 9 of the Listing Manual of the SGX-ST (the "Listing Manual")) (the "EAR Group") to enter into certain interested person transactions with the classes of interested persons (the "Interested Persons") as set out in the IPT Mandate. Particulars of the IPT Mandate were set out in the Appendix to the Letter to Shareholders dated 26 June 2025 (the "2025 Letter") and Ordinary Resolution No. 10 as set out in the notice convening the 2025 AGM.

The IPT Mandate was expressed to take effect until the conclusion of the next Annual General Meeting of the Company, being the 2026 AGM which is scheduled to be held on 17 July 2026.

² This figure includes Shares comprised in the re-granted share awards announced on 28 July 2025 which replaced (i) the share awards announced on 24 June 2025 and (ii) the share awards announced on 20 September 2024 (to the extent not yet vested), both of which were reversed. For more information on the reversal and re-grant exercise, please refer to the Company's announcement dated 28 July 2025 and titled "Re-Grant of Share Awards under the SATS Restricted Share Plan" which may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- 3.2 **Proposed Renewal of the IPT Mandate.** It is proposed that the IPT Mandate be renewed at the 2026 AGM, to take effect until the 54th Annual General Meeting of the Company. There is no change to the scope and terms of the IPT Mandate which is proposed to be renewed.
- 3.3 **The Appendix.** Details of the IPT Mandate, including the rationale for the IPT Mandate, the benefits to the Company, the review procedures for determining transaction prices with the Interested Persons and other general information relating to Chapter 9 of the Listing Manual, are set out in the Appendix to this Letter.
- 3.4 **Audit Committee Statement.** The Audit Committee of the Company, comprising Mrs Deborah Ong, Ms Vinita Bali, Ms Chan Lai Fung, Mr Pier Sigismondi and Mr Michael Zechmeister, confirms that:
- (a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since the 2025 AGM; and
 - (b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 4.1 **Background.** At the 2025 AGM, Shareholders approved, *inter alia*, the renewal of a mandate (the “**Share Purchase Mandate**”) to enable the Company to purchase or otherwise acquire issued Shares. The rationale for, and the authority and limitations of, the Share Purchase Mandate were set out in the 2025 Letter and Ordinary Resolution No. 11 as set out in the notice convening the 2025 AGM.

The Share Purchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution No. 11 at the 2025 AGM and will expire on the date of the next Annual General Meeting of the Company, being the 2026 AGM which is scheduled to be held on 17 July 2026. Accordingly, it is proposed that the Share Purchase Mandate be renewed at the 2026 AGM.

As at the Latest Practicable Date, the Company had purchased or acquired an aggregate of 16,500,000 Shares by way of Market Purchases (as defined in paragraph 4.3.3(a) below) pursuant to the Share Purchase Mandate approved by Shareholders at the 2025 AGM. The highest and lowest price paid was S\$3.91 and S\$3.25 per Share respectively and the total consideration paid for all purchases was S\$58,625,575.99, excluding commission, brokerage and goods and services tax.

As at the Latest Practicable Date, the Company had not purchased or acquired any of its Shares by way of Off-Market Purchases (as defined in paragraph 4.3.3(b) below) pursuant to the Share Purchase Mandate approved by Shareholders at the 2025 AGM.

4.2 **Rationale for the Share Purchase Mandate.** The rationale for the Company to undertake the purchase or acquisition of its Shares, as previously stated in the 2025 Letter, is as follows:

- (a) repurchased Shares which are held in treasury may be transferred for the purposes of, or pursuant to, share schemes implemented by the Company. Where Shares held in treasury are used for this purpose, such schemes will not have any dilutive effect to the extent that no new Shares are issued;
- (b) in managing the business of the Company and its subsidiaries (the “**Group**”), management will strive to increase Shareholders’ value by improving, *inter alia*, the return on equity (“**ROE**”) of the Company. Share purchases may be considered by the directors of the Company (the “**Directors**”) as one of the ways through which the ROE of the Company may be enhanced;
- (c) the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising returns to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner; and
- (d) the Share Purchase Mandate will provide the Company the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The purchase or acquisition of Shares will only be undertaken if it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 2% limit described in paragraph 4.3.1 below. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the financial condition of the Group as a whole.

4.3 **Authority and Limits on the Share Purchase Mandate.** The authority and limitations placed on purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate, if renewed at the 2026 AGM, are the same as those previously approved by Shareholders at the 2025 AGM and are summarised below:

4.3.1 **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company is limited to that number of Shares representing not more than 2% of the total number of Shares as at the date of the 2026 AGM at which the renewal of the Share Purchase Mandate is approved. Treasury shares and subsidiary holdings (as

defined in the Listing Manual)³ will be disregarded for purposes of computing the 2% limit.

As at the Latest Practicable Date, the Company had 17,968,305 treasury shares and no subsidiary holdings.

Purely for illustrative purposes, on the basis of 1,495,068,992 issued Shares and excluding 17,968,305 Shares held in treasury as at the Latest Practicable Date, and assuming that on or prior to the 2026 AGM, (i) no further Shares are issued, (ii) no further Shares are purchased or acquired by the Company, or held as treasury shares, and (iii) no Shares are held as subsidiary holdings, the purchase or acquisition by the Company of up to the maximum limit of 2% of its issued Shares will result in the purchase or acquisition of 29,542,013 Shares.

4.3.2 ***Duration of Authority***

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2026 AGM at which the renewal of the Share Purchase Mandate is approved, up to:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

4.3.3 ***Manner of Purchases or Acquisitions of Shares***

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchases ("**Market Purchases**") transacted on the SGX-ST through one or more duly licensed dealers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchases**") in accordance with an equal access scheme.

³ "**Subsidiary holdings**" is defined in the Listing Manual to mean shares referred to in sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act 1967 (the “**Companies Act**”) as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An equal access scheme must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing at least the following information:

- (I) the terms and conditions of the offer;
- (II) the period and procedures for acceptances; and
- (III) the information required under Rules 883(2), (3), (4), (5) and (6) of the Listing Manual.

4.3.4 **Purchase Price**

The purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a Share will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors, in the case of a Market Purchase and an Off-Market Purchase pursuant to an equal access scheme, must not exceed 105% of the Average Closing Price of the Shares, in either case, excluding related expenses of the purchase or acquisition (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer 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 the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and

“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 holders of Shares, stating therein 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.

4.4 **Status of Purchased Shares.** Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. At the time of each purchase or acquisition of Shares by the Company, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company at that time. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

4.5 **Treasury Shares.** Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

4.5.1 ***Maximum Holdings***

The number of Shares held as treasury shares⁴ cannot at any time exceed 10% of the total number of issued Shares.

4.5.2 ***Voting and Other Rights***

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

⁴ For these purposes, “**treasury shares**” shall be read as including shares held by a subsidiary under sections 21(4B) or 21(6C) of the Companies Act 1967.

4.5.3 **Disposal and Cancellation**

Where Shares are held as treasury shares, the Company may at any time but subject always to the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”):

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after such sale, transfer, cancellation and/or use, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

- 4.6 **Source of Funds.** The Company may purchase or acquire its own Shares out of capital, as well as from its profits.

The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that it would materially affect the working capital requirements of the Group.

- 4.7 **Financial Effects.** The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the number of Shares purchased or acquired and the price paid for such Shares. The financial effects on the Group and the Company, based on the audited consolidated financial statements of the Group and the Company for the financial year ended 31 March 2026, are based on the assumptions set out below:

4.7.1 *Purchase or Acquisition out of Capital or Profits*

Purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, the amount available for the distribution of cash dividends by the Company will be correspondingly reduced. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

4.7.2 *Number of Shares Purchased or Acquired*

Based on the number of issued and paid-up Shares as at the Latest Practicable Date (excluding treasury shares) and on the assumptions set out in paragraph 4.3.1 above, the purchase or acquisition by the Company of up to the maximum limit of 2% of its issued Shares will result in the purchase or acquisition of 29,542,013 Shares.

4.7.3 *Maximum Price Paid for Shares Purchased or Acquired*

Assuming that the Company purchases or acquires 29,542,013 Shares at the Maximum Price, in the case of both Market Purchases and Off-Market Purchases of S\$3.41 for one Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 29,542,013 Shares is approximately S\$100,738,264.

4.7.4 *Illustrative Financial Effects*

The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

For illustrative purposes only and on the basis of the assumptions set out in paragraphs 4.7.1 to 4.7.3 above, the financial effects on the consolidated financial statements of the Group and the financial statements of the Company for the financial year ended 31 March 2026 would have been as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
Equity attributable to equity holders of the Company (S\$ million)	2,750.3	2,649.5	2,953.9	2,853.1
Total Equity (S\$ million)	2,936.7	2,835.9	2,953.9	2,853.1
Net asset value per Share (S\$)	1.86	1.83	2.00	1.97
Profit attributable to equity holders of the Company (S\$ million)	285.2	285.2	194.0	194.0
Weighted average no. of issued and paid up Shares (million)	1,487.5	1,458.0	1,487.5	1,458.0
Basic earnings per Share (cents)	19.2	19.6	13.0	13.3
Total borrowings ⁽¹⁾ (S\$ million)	4,136.1	4,136.1	1,266.7	1,355.2
Cash and cash equivalents (S\$ million)	752.5	651.7	12.3	-
Net borrowings ⁽²⁾ (S\$ million)	3,383.6	3,484.4	1,254.4	1,355.2
Gearing ⁽³⁾ (times)	1.41	1.46	0.43	0.47
Current ratio (times)	0.97	0.92	0.14	0.09

Notes:

- (1) "Total borrowings" means notes, borrowings, bank overdraft and lease liabilities.
- (2) "Net borrowings" means total borrowings less cash and cash equivalents.
- (3) "Gearing" is defined as the ratio of total borrowings to total equity.

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical numbers for the financial year ended 31 March 2026, and is not necessarily representative of future financial performance.

It should be noted that although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 2% of the issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 2% of the issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

- 4.8 **Tax Implications.** Shareholders who are in doubt as to their respective tax positions or the tax implications of share repurchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.
- 4.9 **Listing Rules.** The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the market day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second market day after the close of acceptances of the offer. Such announcement must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of the announcement (on a cumulative basis), the number of issued shares excluding treasury shares and subsidiary holdings after the purchase, the number of treasury shares held after the purchase and the number of subsidiary holdings after the purchase.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price or trade sensitive development has occurred or has been the subject of a decision until the price or trade sensitive information has been publicly announced.

In particular, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of one month immediately preceding the announcement of the Company’s half year and full year financial statements. The Company will also not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of two weeks immediately preceding the announcement of the Company’s voluntary quarterly business updates for the first and third quarters of each financial year.

The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by public shareholders. Based on the Register of Substantial Shareholders as at the Latest Practicable Date, Temasek Holdings (Private) Limited (“**Temasek**”), a substantial Shareholder of the Company, has a deemed interest in 595,824,169 Shares, representing approximately 40.33% of the issued Shares (excluding treasury shares). Temasek is wholly-owned by the Minister for Finance. As at the Latest Practicable Date, approximately 59.04% of the issued Shares (excluding treasury shares) are held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 2% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the

hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

- 4.10 **Shareholding Limits.** The Constitution of the Company provides that no person or related group of persons may, without prior approval of the Directors, have an interest (directly or indirectly) in 10% or more of the issued Shares for the time being, excluding treasury shares (the “**Shareholding Limit**”). Temasek (the “**Approved Shareholder**”) is currently entitled to have an interest in Shares in excess of the Shareholding Limit under the Constitution.

The Company is also regulated under the Civil Aviation Authority of Singapore Act 2009 (the “**CAAS Act**”) as a Class 2 designated operating entity. The CAAS Act provides, *inter alia*, that:

- (a) a person who becomes a 5% controller (a “**5% Controller**”) of a Class 2 designated operating entity on or after the effective designation date as a result of an increase in the holding of equity interest, or in the voting power controlled, by that person or any associate of that person, must within 7 days after becoming a 5% Controller give written notice to the Authority of that fact; and
- (b) no person shall, as a result of an increase in the holding of equity interest, or in the voting power controlled, by that person or any associate of that person, become a 25% controller, 50% controller or 75% controller (a “**Relevant Controller**”) of a Class 2 designated operating entity except with the prior written approval of the Authority, unless the transaction through which that person becomes a Relevant Controller is entered into before the effective designation date⁵.

For the purposes of the CAAS Act:

“**Authority**” means the Civil Aviation Authority of Singapore;

“**Class 2 designated operating entity**” means a designated operating entity that is neither an airport licensee nor a designated business trust;

“**designated operating entity**” means an entity that has been designated as a designated operating entity under section 64 of the CAAS Act;

“**effective designation date**”, in relation to the Company, means 15 April 2025;

“**5% controller**”, in relation to a designated entity, means a person who, alone or together with his associates, (i) holds 5% or more, but less than 25%, of the total equity interests in that designated entity; or (ii) is in a position to control 5% or more, but less than 25%, of the voting power in that designated entity;

⁵

Under the CAAS Act, a person must also seek the Authority’s prior written approval if, as a result of a decrease in the holding of equity interest, or in the voting power controlled, by that person or any associate of that person, that person ceases to be a Relevant Controller of a designated entity on or after the effective designation date, unless the transaction through which that person ceases to be a Relevant Controller is entered into before the effective designation date.

“25% controller”, in relation to a designated entity, means a person who, alone or together with his associates, (i) holds 25% or more, but less than 50%, of the total equity interests in that designated entity; or (ii) is in a position to control 25% or more, but less than 50%, of the voting power in that designated entity;

“50% controller”, in relation to a designated entity, means a person who, alone or together with his associates, (i) holds 50% or more, but less than 75%, of the total equity interests in that designated entity; or (ii) is in a position to control 50% or more, but less than 75%, of the voting power in that designated entity; and

“75% controller”, in relation to a designated entity, means a person who, alone or together with his associates, (i) holds 75% or more of the total equity interests in that designated entity; or (ii) is in a position to control 75% or more of the voting power in that designated entity.

The percentage of Shares in which a person has an interest will increase immediately following any purchase or acquisition of Shares by the Company where the Shares which are the subject of the purchase or acquisition are not Shares in which that person has an interest, should the Company cancel the Shares purchased or acquired by it. Similarly, the percentage of voting rights of a Shareholder whose Shares are not the subject of a purchase or acquisition by the Company will increase immediately following any purchase or acquisition of Shares by the Company, should the Company hold in treasury the Shares purchased or acquired by it.

THE COMPANY WISHES TO DRAW THE ATTENTION OF SHAREHOLDERS TO THE FOLLOWING CONSEQUENCES OF A PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY PURSUANT TO THE SHARE PURCHASE MANDATE, IF SHAREHOLDERS APPROVE THE RENEWAL OF THE SHARE PURCHASE MANDATE AT THE 2026 AGM.

A PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY MAY INADVERTENTLY CAUSE THE INTEREST IN THE SHARES OF ANY PERSON, ANY RELATED GROUP OF PERSONS OR ANY PERSON TOGETHER WITH HIS ASSOCIATES (OTHER THAN THE APPROVED SHAREHOLDER IN THE CASE OF THE SHAREHOLDING LIMIT) TO REACH OR EXCEED THE SHAREHOLDING LIMIT, AND/OR CAUSE ANY SUCH PERSON OR PERSONS TO BECOME A 5% CONTROLLER OR A RELEVANT CONTROLLER, AS THE CASE MAY BE (IN PARTICULAR, ANY SUCH PERSON, ANY SUCH RELATED GROUP OF PERSONS OR ANY SUCH PERSON TOGETHER WITH HIS ASSOCIATES WHOSE INTEREST IN SHARES IS CURRENTLY CLOSE TO THE LIMITS DESCRIBED ABOVE).

ACCORDINGLY:

- (A) PERSONS OR RELATED GROUPS OF PERSONS WHOSE INTERESTS IN SHARES ARE CLOSE TO THE SHAREHOLDING LIMIT AND WHOSE INTERESTS MAY REACH OR EXCEED THE SHAREHOLDING LIMIT BY REASON OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY WOULD HAVE TO SEEK THE PRIOR APPROVAL OF THE DIRECTORS TO CONTINUE TO HAVE, ON**

SUCH TERMS AS MAY BE IMPOSED BY THE DIRECTORS, AN INTEREST IN THE SHARES REPRESENTING THE NUMBER OF SHARES IN EXCESS OF THE SHAREHOLDING LIMIT, AS A CONSEQUENCE OF A SHARE PURCHASE OR ACQUISITION BY THE COMPANY; AND

- (B) PERSONS OR PERSONS TOGETHER WITH THEIR ASSOCIATES WHOSE INTERESTS IN SHARES MAY POTENTIALLY CAUSE THEM TO BECOME A 5% CONTROLLER OR A RELEVANT CONTROLLER BY REASON OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY, ARE ADVISED TO NOTIFY THE COMPANY, AND TO NOTIFY OR SEEK THE PRIOR APPROVAL OF THE AUTHORITY TO BECOME A 5% CONTROLLER OR A RELEVANT CONTROLLER (AS THE CASE MAY BE), AS A CONSEQUENCE OF A SHARE PURCHASE OR ACQUISITION BY THE COMPANY.

- 4.11 **Take-over Implications.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

4.11.1 ***Obligation to Make a Take-over Offer***

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

4.11.2 ***Persons Acting in Concert***

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other, and any person who has provided

financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

The circumstances under which the Shareholders (including the Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

4.11.3 *Effect of Rule 14 and Appendix 2 of the Take-over Code*

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the Ordinary Resolution authorising the Share Purchase Mandate.

Based on the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, none of the substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase or acquisition by the Company of the maximum limit of 2% of its issued Shares (excluding treasury shares) as at the Latest Practicable Date.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a general offer would arise by reason of any purchase or acquisition of Shares by the Company.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

5.1 **Directors' Interests in Shares.** The interests of the Directors in Shares as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

Directors	Direct Interest		Deemed Interest ⁽¹⁾		No. of Shares comprised in outstanding awards
	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾	
Mr Irving Tan	18,700	0.001	-	-	-
Mr Kerry Mok	1,199,684	0.081	-	-	741,000 ⁽³⁾ 1,692,273 ⁽⁴⁾
Ms Vinita Bali	44,544	0.003	-	-	-
Ms Chan Lai Fung	14,130	0.001	-	-	-
Mr Eng Aik Meng	8,300	0.001	20,000	0.001	-
Mr Mak Swee Wah	37,935	0.003	-	-	-
Mr Pier Sigismondi	16,800	0.001	-	-	-
Ms Deborah Tan (Mrs Deborah Ong)	55,323	0.004	-	-	-
Mr Malcolm Wilson	-	-	-	-	-
Mr Michael Zechmeister	-	-	-	-	-

Notes:

- (1) Deemed interests refer to interests determined pursuant to section 4 of the Securities and Futures Act 2001 (the "SFA").
- (2) Based on 1,477,100,687 issued Shares (excluding treasury shares) as at the Latest Practicable Date.
- (3) 741,000 restricted Shares to be vested under the SATS RSP. The restricted Shares will vest equally over a three-year period from the respective dates of grant provided the terms and conditions of the SATS RSP are met.
- (4) 1,692,273 performance Shares to be vested under the SATS PSP. The final number of performance Shares to be vested will range from 0% to 150% of the initial grant and is contingent on the achievement of pre-determined targets over the defined performance period.

- 5.2 **Substantial Shareholders' Interests in Shares.** The interests of the substantial Shareholders in Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

Substantial Shareholders	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Temasek Holdings (Private) Limited	-	-	595,824,169 ⁽²⁾	40.33	595,824,169	40.33
Tembusu Capital Pte. Ltd.	-	-	594,676,103 ⁽²⁾	40.25	594,676,103	40.25
Napier Investments Pte. Ltd.	-	-	446,123,158 ⁽²⁾⁽³⁾	30.20	446,123,158	30.20
Venezio Investments Pte. Ltd.	446,123,158 ⁽³⁾	30.20	-	-	446,123,158	30.20

Notes:

- (1) Based on 1,477,100,687 issued Shares (excluding treasury shares) as at the Latest Practicable Date, rounded down to the nearest 0.01%.
- (2) Tembusu Capital Pte. Ltd. ("**Tembusu**") is the holding company of Napier Investments Pte. Ltd. ("**Napier**"), which is in turn the holding company of Venezio Investments Pte. Ltd. ("**Venezio**"). Tembusu and Napier are deemed to be interested in the Shares held by Venezio by virtue of section 4 of the SFA. Temasek is the holding company of Tembusu and the ultimate holding company of Venezio. Accordingly, Temasek has a deemed interest in all the Shares held by Venezio. In addition, Temasek is deemed to be interested in a further 12,186,349 Shares in which its other subsidiaries and associated companies have or are deemed to have an interest pursuant to section 4 of the SFA.
- (3) Does not include Shares acquired pursuant to the Company's renounceable underwritten rights issue in March 2023. As the acquisition(s) did not result in any overall percentage level changes in the substantial shareholders' total interest in the Company, no notification of the changes was required to be given under the SFA.

6. DIRECTORS' RECOMMENDATIONS AND VOTING ABSTENTIONS

- 6.1 **Proposed Alterations to Share Plans.** All the Directors are eligible to participate in the SATS Restricted Share Plan (as proposed to be altered). Accordingly, they have refrained from making any voting recommendation to Shareholders in respect of Ordinary Resolution No. 10, being the Ordinary Resolution relating to, *inter alia*, the proposed alterations to the Share Plans to be proposed at the 2026 AGM.

The Directors will abstain from voting in respect of their holdings of Shares (if any) on Ordinary Resolution No. 10. The Company will disregard any votes cast by the Directors in respect of their Shares (if any) on Ordinary Resolution No. 10. The Directors will also decline to accept appointment as proxies for any other Shareholder to vote in respect of Ordinary Resolution No. 10, unless the Shareholder concerned shall have given instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting, in respect of Ordinary Resolution No. 10.

The Company will procure persons who are eligible to participate in the Share Plans (as proposed to be altered) to abstain from voting their Shares on Ordinary Resolution No. 10, and will disregard any votes cast by such persons in respect of their Shares on Ordinary Resolution No. 10. The Company will also procure such persons to decline to accept appointment as proxies for Shareholders to vote in respect of Ordinary Resolution No. 10, unless the Shareholder concerned shall have given instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting, in respect of Ordinary Resolution No. 10.

- 6.2 **Proposed Renewal of IPT Mandate.** The Directors (save for Mr Eng Aik Meng, who is Joint Head of Portfolio Development Group at Temasek Singapore Pte. Ltd. and Head of Operating Group at Temasek International Pte. Ltd., both entities being wholly owned subsidiaries of Temasek, and who has recused himself from discussions and decisions relating to the IPT Mandate) are of the opinion that the entry into of the interested person transactions between the EAR Group (as described in paragraph 2.1.2 of the Appendix to this Letter) and those Interested Persons (as described in paragraph 2.3.1 of the Appendix to this Letter) in the ordinary course of their respective businesses will be made to enhance the efficiency of the EAR Group and are in the best interests of the Company. For the reasons set out in paragraphs 2.1 and 2.6 of the Appendix to this Letter, the Directors (save for Mr Eng Aik Meng) recommend that Shareholders vote in favour of Ordinary Resolution No. 11, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate to be proposed at the 2026 AGM.

Temasek and its associates, being Interested Persons, will abstain from voting in respect of their holdings of Shares (if any) on Ordinary Resolution No. 11. The Company will disregard any votes cast by Temasek and its associates on Ordinary Resolution No. 11.

Mr Eng Aik Meng will abstain from voting in respect of his holding of Shares (if any) on Ordinary Resolution No. 11. He will also decline to accept appointment as proxy for any other Shareholder to vote in respect of Ordinary Resolution No. 11, unless the Shareholder concerned shall have given instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting, in respect of Ordinary Resolution No. 11.

- 6.3 **Proposed Renewal of Share Purchase Mandate.** The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 12, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the 2026 AGM.

7. INSPECTION OF DOCUMENTS

- 7.1 The Annual Report for the financial year ended 31 March 2026 may be accessed from 2 July 2026 at the Company's website at the URL <https://www.sats.com.sg/AGM2026> by clicking on the link for "SATS Annual Report FY2026" under "AGM 2026 Documents".

- 7.2 The 2025 Letter may be accessed from the date of this Letter at the Company's website at the URL <https://www.sats.com.sg/AGM2026> by clicking on the link for "Letter to Shareholders 2025" under "AGM 2026 Documents".
- 7.3 The Rules of the Share Plans may be accessed from the date of this Letter at the Company's website at the URL <https://www.sats.com.sg/AGM2026>.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals, and the Company and its subsidiaries which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

Yours faithfully
for and on behalf of the Board of Directors of
SATS Ltd.

Mr Irving Tan
Chairman

APPENDIX 1

THE PROPOSED ALTERATIONS TO THE SHARE PLANS

Set out below are Rules 2.1, 8.1 and 18 of the SATS Performance Share Plan and Rules 2.1, 8.1 and 18 of the SATS Restricted Share Plan, with the proposed alterations blacklined.

1. SATS Performance Share Plan

(a) Rule 2.1

2. DEFINITIONS

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Act”	:	The Companies Act 1967.
“Adoption Date”	:	The date on which the Plan is adopted by the Company in general meeting.
“Associated Company”	:	In relation to SATS, means a company, not being a subsidiary of SATS, in which (a) the Group has an interest of not less than 20% in the equity and in whose financial and operating policy decisions the Group exercises significant influence; or (b) the Group has an interest of not more than 50% in the equity and has joint control of the company's commercial and financial affairs.
“Auditors”	:	The auditors of the Company for the time being.
“Award”	:	A contingent award of Shares granted under Rule 5.
“Award Date”	:	In relation to an Award, the date on which the Award is granted pursuant to Rule 5.
“Award Letter”	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee.
“CDP”	:	The Central Depository (Pte) Limited.
“Clawback Determination Date”	:	Has the meaning given to it in Rule 7.5.4.

“Clawback Notification Date”	:	Has the meaning given to it in Rule 7.5.4(a).
“Clawback Period”	:	Has the meaning given to it in Rule 7.5.2(b)(ii).
“Clawback Right”	:	Has the meaning given to it in Rule 7.5.2(b)(ii).
“Committee”	:	A committee comprising directors of the Company duly authorised and appointed by the board of directors of the Company to administer the Plan.
“Communication”	:	An Award, including the Award Letter and/or any correspondence made or to be made under the Plan (individually or collectively).
“Company” “SATS”	or :	SATS Ltd., a company incorporated in the Republic of Singapore.
“Constitution”	:	The Constitution of the Company, as amended from time to time.
“Depository Agent”	:	Has the meaning given to it in the Securities and Futures Act 2001.
“Group”	:	The Company and its subsidiaries.
“Group Employee”	:	Any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the Plan in accordance with Rule 4.
“Group Executive Director”	:	A director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function.
“Listing Manual”	:	The Listing Manual of the Singapore Exchange.
“Market Day”	:	A day on which the Singapore Exchange is open for trading in securities.
“Market Value”	:	In relation to a Share, on any day: (a) the volume-weighted average price of a Share on the Singapore Exchange over the five (5) immediately preceding Market Days on which the Shares are transacted on the Singapore Exchange; or

- (b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

"Participant"	:	A Group Employee who has been granted an Award.
"Performance Condition"	:	In relation to an Award, the condition specified on the Award Date in relation to that Award.
"Performance Period"	:	In relation to an Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition is to be satisfied.
"Plan"	:	The SATS Performance Share Plan, as the same may be modified or altered from time to time.
"Record Date"	:	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to, or rights of, holders of Shares.
"Recoverable Monies"	:	Has the meaning given to it in Rule 7.5.2(b)(ii).
"Release"	:	In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and "Released" shall be construed accordingly.
"Release Value"	:	In relation to Released Shares, has the meaning given to it in Rule 7.5.4(b)(ii).
"Released Award"	:	An Award which has been Released in full or in part in accordance with Rule 7.
"Released Shares"	:	Has the meaning given to it in Rule 7.5.2(b)(ii).

"SATS ESOP"	: The SATS Employee Share Option Plan adopted by the Company, as the same may be modified or altered from time to time.
"SATS RSP"	: The SATS Restricted Share Plan adopted or to be adopted by the Company, as the same may be modified or altered from time to time.
"Security Device"	: Any smartcard, digital certificate, digital signature, encryption device, electronic key, logon identifier, password, personal identification number, and/or other code or any access procedure incorporating any one or more of the foregoing, designated by the Company for use in conjunction with the Plan.
"Shares"	: Ordinary shares of the Company.
"Singapore Exchange"	: The Singapore Exchange Securities Trading Limited.
"Vesting"	: In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and "Vest" and "Vested" shall be construed accordingly.
"Vesting Date"	: In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7.
"%"	: Per centum or percentage.

(b) Rule 8.1

8. LIMITATION ON THE SIZE OF THE PLAN

8.1 The aggregate number of new Shares which may be issued pursuant to Awards granted under the Plan on any date, when added to the number of new Shares issued and issuable in respect of:

- (a) all Awards granted under the Plan from and including 19 July 2025; and
- (b) ~~all options or awards granted under the SATS ESOP and the SATS RSP~~ from and including 19 July 2025,

shall not exceed ~~158~~ % of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual)) on the day preceding that date.

(c) Rule 18

18. DISCLOSURES IN ANNUAL REPORTS

For as long as the Plan continues in operation, the Company will make such disclosures (or include the appropriate negative statements) in its annual report as from time to time required by the Listing Manual, including the following (where applicable):

- (a) the names of the members of the Committee administering the Plan;
- (b) in respect of the following Participants of the Plan:
 - (i) directors of the Company; and
 - (ii) in relation to Awards granted from and including 19 July 2025 and awards granted under the SATS RSP from and including 19 July 2025,
~~Participants (other than those in paragraph (i) above) who have been granted options under the SATS ESOP and/or who have received Shares pursuant to the Release of Awards granted under the Plan and/or the release of awards granted under the SATS RSP which, in aggregate, represent 5% or more of the aggregate of:~~
 - (1) ~~the total number of new Shares available under the Plan, the SATS ESOP and the SATS RSP collectively; and~~
 - (2) ~~the total number of existing Shares delivered pursuant to Awards Released under the Plan, options exercised under the SATS ESOP and awards released under the SATS RSP collectively,~~

the following information:

- (aa) the name of the Participant; and
- ~~(bb) the following particulars relating to options granted under the SATS ESOP:~~
 - ~~(i) options granted during the financial year under review (including terms);~~
 - ~~(ii) the aggregate number of Shares comprised in options granted since the commencement of the SATS ESOP to the end of the~~

~~financial year under review;~~

~~(iii) the aggregate number of Shares arising from options exercised since the commencement of the SATS ESOP to the end of the financial year under review;~~

~~(iv) the aggregate number of Shares comprised in options outstanding as at the end of the financial year under review;~~

~~(v) the number of new Shares issued to such Participant during the financial year under review; and~~

~~(vi) the number of existing Shares transferred to such Participant during the financial year under review; and~~

~~(eebb) in relation to Awards granted from and including 19 July 2025 and Released under the Plan and awards granted from and including 19 July 2025 and released under the SATS RSP, the following particulars relating to Awards Released under the Plan and/or awards released under the SATS RSP:~~

~~(i) the number of new Shares issued to such Participant during the financial year under review; and~~

~~(ii) the number of existing Shares transferred to such Participant during the financial year under review; and~~

~~(c) in relation to the Plan and the SATS RSP Awards granted from and including 19 July 2025 and awards granted under the SATS RSP from and including 19 July 2025, the following particulars:~~

~~(i) the aggregate number of Shares comprised in Awards granted under the Plan and awards granted under the SATS RSP since the commencement of the Plan and the SATS RSP respectively 19 July 2025 to the end of the financial year under review;~~

~~(ii) the aggregate number of Shares comprised in Awards which have Vested under the Plan and awards which have vested under the SATS RSP during the financial year under review and in respect thereof, the proportion of:~~

~~(1) new Shares issued; and~~

~~(2) existing Shares transferred and, where existing Shares were purchased for delivery, the range of prices at which such Shares have been purchased,~~

upon the Release of the Vested Awards granted under the Plan and the release of the vested awards granted under the SATS RSP; and

- (iii) the aggregate number of Shares comprised in Awards granted under the Plan which have not been Released and awards granted under the SATS RSP which have not been released as at the end of the financial year under review.

2. SATS Restricted Share Plan

(a) Rule 2.1

2. DEFINITIONS

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Act”	:	The Companies Act 1967.
“Adoption Date”	:	The date on which the Plan is adopted by the Company in general meeting.
“Associated Company”	:	In relation to SATS, means a company, not being a subsidiary of SATS, in which (a) the Group has an interest of not less than 20% in the equity and in whose financial and operating policy decisions the Group exercises significant influence; or (b) the Group has an interest of not more than 50% in the equity and has joint control of the company's commercial and financial affairs.
“Auditors”	:	The auditors of the Company for the time being.
“Award”	:	An award of Shares granted under Rule 5.
“Award Date”	:	In relation to an Award, the date on which the Award is granted pursuant to Rule 5.
“Award Letter”	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee.
“CDP”	:	The Central Depository (Pte) Limited.
“Clawback”	:	Has the meaning given to it in Rule 7.6.4.

Determination Date”

“Clawback Notification Date”	:	Has the meaning given to it in Rule 7.6.4(a).
“Clawback Period”	:	Has the meaning given to it in Rule 7.6.2(b)(ii).
“Clawback Right”	:	Has the meaning given to it in Rule 7.6.2(b)(ii).
“Committee”	:	A committee comprising directors of the Company duly authorised and appointed by the board of directors of the Company to administer the Plan.
“Communication”	:	An Award, including the Award Letter and/or any correspondence made or to be made under the Plan (individually or collectively).
“Company” “SATS”	or :	SATS Ltd., a company incorporated in the Republic of Singapore.
“Constitution”	:	The Constitution of the Company, as amended from time to time.
“Depository Agent”	:	Has the meaning given to it in the Securities and Futures Act 2001.
“Group”	:	The Company and its subsidiaries.
“Group Employee”	:	Any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the Plan in accordance with Rule 4.
“Group Executive Director”	:	A director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function.
“Group Non-Executive Director”	:	A director of the Company and/or any of its subsidiaries, as the case may be, other than a Group Executive Director.
“Listing Manual”	:	The Listing Manual of the Singapore Exchange.
“Market Day”	:	A day on which the Singapore Exchange is open for trading in securities.
“Market Value”	:	In relation to a Share, on any day:

- (a) the volume-weighted average price of a Share on the Singapore Exchange over the five (5) immediately preceding Market Days on which the Shares are transacted on the Singapore Exchange; or
- (b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

“Participant”	:	A Group Employee or Group Non-Executive Director who has been granted an Award.
“Performance-related Award”	:	An Award in relation to which a Performance Condition is specified.
“Performance Condition”	:	In relation to a Performance-related Award, the condition specified on the Award Date in relation to that Award.
“Performance Period”	:	In relation to a Performance-related Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition is to be satisfied.
“Plan”	:	The SATS Restricted Share Plan, as the same may be modified or altered from time to time.
“Record Date”	:	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to, or rights of, holders of Shares.
“Recoverable Monies”	:	Has the meaning given to it in Rule 7.6.2(b)(ii).
“Release”	:	In relation to an Award, the release of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed

accordingly.

- “Release Schedule”** : In relation to an Award, a schedule (if any) in such form as the Committee shall approve, in accordance with which Shares which are the subject of that Award shall be Released at the end of each Vesting Period.
- “Release Value”** : In relation to Released Shares, has the meaning given to it in Rule 7.6.4(b)(ii).
- “Released Award”** : An Award which has been Released in full or in part in accordance with Rule 7.
- “Released Shares”** : Has the meaning given to it in Rule 7.6.2(b)(ii).
- ~~**“SATS ESOP”** : The SATS Employee Share Option Plan adopted by the Company, as the same may be modified or altered from time to time.~~
- “SATS PSP”** : The SATS Performance Share Plan adopted or to be adopted by the Company, as the same may be modified or altered from time to time.
- “Security Device”** : Any smartcard, digital certificate, digital signature, encryption device, electronic key, logon identifier, password, personal identification number, and/or other code or any access procedure incorporating any one or more of the foregoing, designated by the Company for use in conjunction with the Plan.
- “Shares”** : Ordinary shares of the Company.
- “Singapore Exchange”** : The Singapore Exchange Securities Trading Limited.
- “Vesting”** : In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and **“Vest”** and **“Vested”** shall be construed accordingly.
- “Vesting Date”** : In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7.
- “Vesting Period”** : In relation to an Award, each period (if any), the duration

of which is to be determined by the Committee on the Award Date, after the expiry of which Shares which are subject to the applicable period shall be Vested to the relevant Participant on the relevant Vesting Date, subject to Rule 7.

“%” : Per centum or percentage.

(b) Rule 8.1

8. LIMITATION ON THE SIZE OF THE PLAN

8.1 The aggregate number of new Shares which may be issued pursuant to Awards granted under the Plan on any date, when added to the number of new Shares issued and issuable in respect of:

- (a) all Awards granted under the Plan from and including 19 July 2025; and
- (b) ~~all options or awards granted under the SATS ESOP and the SATS PSP from~~ and including 19 July 2025,

shall not exceed ~~45~~8% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual)) on the day preceding that date.

(c) Rule 18

18. DISCLOSURES IN ANNUAL REPORTS

For as long as the Plan continues in operation, the Company will make such disclosures (or include the appropriate negative statements) in its annual report as from time to time required by the Listing Manual, including the following (where applicable):

- (a) the names of the members of the Committee administering the Plan;
- (b) in respect of the following Participants of the Plan:
 - (i) directors of the Company; and
 - (ii) in relation to Awards granted from and including 19 July 2025 and awards granted under the SATS PSP from and including 19 July 2025,
Participants (other than those in paragraph (i) above) ~~who have been granted options under the SATS ESOP and/or~~ who have received Shares pursuant to the Release of Awards granted under the Plan and/or the release of awards granted under the SATS PSP which, in aggregate, represent 5% or more of the aggregate of:

- (1) the total number of new Shares available under the Plan, ~~the SATS ESOP~~ and the SATS PSP collectively; and
- (2) the total number of existing Shares delivered pursuant to Awards Released under the Plan, ~~options exercised under the SATS ESOP~~ and awards released under the SATS PSP collectively,

the following information:

- (aa) the name of the Participant; and
- ~~(bb) the following particulars relating to options granted under the SATS ESOP:~~
 - ~~(i) options granted during the financial year under review (including terms);~~
 - ~~(ii) the aggregate number of Shares comprised in options granted since the commencement of the SATS ESOP to the end of the financial year under review;~~
 - ~~(iii) the aggregate number of Shares arising from options exercised since the commencement of the SATS ESOP to the end of the financial year under review;~~
 - ~~(iv) the aggregate number of Shares comprised in options outstanding as at the end of the financial year under review;~~
 - ~~(v) the number of new Shares issued to such Participant during the financial year under review; and~~
 - ~~(vi) the number of existing Shares transferred to such Participant during the financial year under review; and~~
- (eebb) in relation to Awards granted from and including 19 July 2025 and Released under the Plan and awards granted from and including 19 July 2025 and released under the SATS PSP, the following particulars relating to Awards Released under the Plan and/or awards released under the SATS PSP:
 - (i) the number of new Shares issued to such Participant during the financial year under review; and
 - (ii) the number of existing Shares transferred to such Participant

during the financial year under review; and

- (c) in relation to ~~the Plan and the SATS PSP Awards granted from and including 19 July 2025 and awards granted under the SATS PSP from and including 19 July 2025,~~ the following particulars:
- (i) the aggregate number of Shares comprised in Awards granted under the Plan and awards granted under the SATS PSP since ~~the commencement of the Plan and the SATS PSP respectively~~19 July 2025 to the end of the financial year under review;
 - (ii) the aggregate number of Shares comprised in Awards which have Vested under the Plan and awards which have vested under the SATS PSP during the financial year under review and in respect thereof, the proportion of:
 - (1) new Shares issued; and
 - (2) existing Shares transferred and, where existing Shares were purchased for delivery, the range of prices at which such Shares have been purchased,upon the Release of the Vested Awards granted under the Plan and the release of the vested awards granted under the SATS PSP; and
 - (iii) the aggregate number of Shares comprised in Awards granted under the Plan which have not been Released and awards granted under the SATS PSP which have not been released as at the end of the financial year under review.

THE APPENDIX

THE IPT MANDATE

1. CHAPTER 9 OF THE LISTING MANUAL

- 1.1 Chapter 9 of the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company’s interested persons. When this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the same interested person during the same financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for that transaction.
- 1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and hence are excluded from the ambit of Chapter 9 of the Listing Manual (“**Chapter 9**”), immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s latest audited consolidated net tangible assets (“**NTA**”)) are reached or exceeded. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:
- (a) 5% of the listed company’s latest audited consolidated NTA; or
 - (b) 5% of the listed company’s latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9) during the same financial year.
- 1.3 As announced by SATS Ltd. (“**SATS**” or the “**Company**”) on 5 June 2025, the SGX-ST has no objection to SATS’ proposal to use, in lieu of the latest audited consolidated NTA, the average of its daily market capitalisation of the last month of the immediately preceding financial year⁶ as an alternative reference point to determine materiality thresholds under Rules 905 and 906 of the Listing Manual, for such period that the consolidated NTA of SATS and its subsidiaries (the “**SATS Group**”) remains negative. The consolidated NTA of the SATS Group became negative during the course of 2024 largely from the recording of a significant amount of goodwill attributable to the acquisition of the global air cargo logistics provider Worldwide Flight Services, and has remained negative based on the consolidated audited financial statements of the SATS Group for the financial year ended 31 March 2026. The average of SATS’ daily market capitalisation for the month of March 2026 was S\$5,376 million, 5% of which is S\$269 million.

⁶ This would be computed based on the total number of issued shares (excluding treasury shares) multiplied by the volume weighted average price of SATS’ shares for each trading day in that month.

- 1.4 Chapter 9 permits a listed company, however, to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons.
- 1.5 Under the Listing Manual:
- (a) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;
 - (b) (in the case of a company) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder means an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director and his immediate family, the chief executive officer and his immediate family or controlling shareholder and his immediate family have an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
 - (c) an “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
 - (d) “**control**” means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
 - (e) a “**controlling shareholder**” means a person who (i) holds directly or indirectly 15% or more of the total number of issued shares in the company excluding treasury shares and subsidiary holdings (the SGX-ST may determine that such person is not a controlling shareholder) or (ii) in fact exercises control over a company;
 - (f) an “**entity at risk**” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested

person(s), has control over the associated company;

- (g) (in the case of a company) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder. The SGX-ST may also deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into (i) a transaction with an entity at risk, and (ii) an agreement or arrangement with an interested person in connection with that transaction; and
- (h) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

2. THE IPT MANDATE

2.1 Rationale for the IPT Mandate

2.1.1 It is anticipated that the EAR Group (as defined in paragraph 2.1.2 below) would, in the ordinary course of its business, enter into certain transactions with its Interested Persons (as defined in paragraph 2.1.2 below). It is likely that such transactions will occur with some degree of frequency and could arise at any time. Such transactions include, but are not limited to, the transactions described in paragraph 2.4 below. Among other things, the entry into of financial and treasury support transactions described in paragraph 2.4(b) below will benefit the EAR Group, as the EAR Group will have access to competitive quotes from its Interested Persons in addition to obtaining quotes from, or transacting with, non-Interested Persons.

2.1.2 Owing to the time-sensitive nature of commercial transactions, approval from the shareholders of the Company (the “**Shareholders**”) is being sought for this proposed IPT Mandate pursuant to Chapter 9 to enable:

- (a) SATS;
- (b) subsidiaries of SATS (excluding subsidiaries listed on the SGX-ST or an approved exchange); and
- (c) associated companies of SATS (excluding associated companies listed on the SGX-ST or an approved exchange) over which the SATS Group, or the SATS Group and interested person(s) of SATS has or have control,

(together, the “**EAR Group**”), or any of them, in the normal course of their business, to enter into the categories of interested person transactions (“**Interested Person Transactions**”) described in paragraph 2.4 below with the specified classes of SATS’ interested persons (the “**Interested Persons**”) set out in paragraph 2.3.1 below, provided that such transactions are made on the EAR Group’s normal commercial terms.

2.1.3 The IPT Mandate will take effect from the date of the passing of the ordinary resolution relating thereto, to be proposed at the Annual General Meeting of the Company to be held on 17 July

2026 and will (unless revoked or varied in general meeting) continue in force until the next Annual General Meeting (“**AGM**”) of the Company. Thereafter, approval from Shareholders for a renewal of the IPT Mandate will be sought at each subsequent AGM of the Company or Extraordinary General Meeting of the Company, as the case may be, subject to the satisfactory review by the Audit Committee of the Company (the “**Audit Committee**”) of its continued application to the transactions with Interested Persons.

2.2 Scope of the IPT Mandate

- 2.2.1 The EAR Group provides a whole range of services, including air freight and ground handling services, inflight meal and food catering services, laundry and linen services and security services, to Singapore Airlines Limited (“**SIA**”) and its subsidiaries. The EAR Group also provides certain security and other services to SIA Engineering Company Limited.
- 2.2.2 The IPT Mandate will not cover any transaction by a company in the EAR Group with an Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 would not apply to such transactions. The IPT Mandate would, however, cover Interested Person Transactions with values below S\$100,000 entered into during the same financial year and which are aggregated by the SGX-ST under Chapter 9 and treated as if they were one Interested Person Transaction which has a value of S\$100,000 or more.

2.3 Classes of Interested Persons

- 2.3.1 The IPT Mandate will apply to the Interested Person Transactions (as described in paragraph 2.4 below) which are carried out with Temasek Holdings (Private) Limited and its associates (which include SIA and its associates).
- 2.3.2 Transactions with Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of the Listing Manual. The IPT Mandate does not apply to Interested Person Transactions with the President & Chief Executive Officer of the Company (the “**CEO**”), the directors of the Company (the “**Directors**”), and their respective associates, for which separate Shareholders’ approval will be obtained if it becomes necessary to do so.

2.4 Interested Person Transactions

The Interested Person Transactions which will be covered by the IPT Mandate and the benefits to be derived from them are the general transactions by the EAR Group relating to the provision to, or the obtaining from or through, Interested Persons, or the joint transacting with Interested Persons for, products and services in the normal course of business of the EAR Group (but not in respect of the purchase or sale of assets, undertakings or businesses), including:

- (a) air freight, logistics and other cargo-related services, and passenger, baggage and other ground handling services, food supply, inflight meal and food catering services, food testing services, laundry and linen services and security services;

- (b) provision of central purchasing, financial and treasury support (including borrowing of funds from, and placement of funds with, Interested Persons, entry into forex, swap and option transactions with or through Interested Persons for hedging purposes, subscription of debt securities issued by Interested Persons, and provision of fund management services), tax, internal audit, staff training and centrally organised activities and meetings for staff and management, staff transportation and other personnel-related or staff welfare-related services, provision of management and corporate support, staff pooling, technical support, central reservations and other telecommunications systems and support, and other related services;
- (c) provision of technical and information technology services, including the acquisition and leasing of computer equipment, provision of computer maintenance services and systems, development, licensing and acquisition of computer software programmes, and other information technology-related equipment, goods and services;
- (d) rental and licensing of space, both as lessor/lessee and licensor/licensee, provision of building maintenance services, property management services, and the development of property for investment purposes;
- (e) the obtaining of insurances and the underwriting of risks;
- (f) the obtaining of electricity and other power sources and utilities; and
- (g) any other transaction relating to the provision of or obtaining from or through, Interested Persons, or the joint transacting with Interested Persons for, products and services related to the EAR Group's principal and ancillary activities in the normal course of its business and on normal commercial terms.

2.5 Review Procedures for Interested Person Transactions subject to the IPT Mandate (the "Mandated Interested Person Transactions")

2.5.1 The EAR Group has established the following procedures to ensure that Mandated Interested Person Transactions are undertaken on the EAR Group's normal commercial terms:

(a) *Review Procedures*

There are procedures established by the EAR Group to ensure that Mandated Interested Person Transactions are undertaken on the EAR Group's normal commercial terms, consistent with the EAR Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to unrelated third parties.

In particular, the following review procedures have been put in place.

(i) *Provision of Services or the Sale of Products*

The review procedures are:

- (aa) all contracts entered into or transactions with Interested Persons are to be carried out at the prevailing market rates or prices of the service or product providers, on terms which are generally no more favourable to the Interested Persons than the usual commercial terms that would be extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded for bulk or high volume purchases) or otherwise in accordance with applicable industry norms; and
- (bb) where the prevailing market rates or prices are not available due to the nature of service to be provided or the product to be sold, the EAR Group's pricing for such services to be provided or products to be sold to Interested Persons is determined in accordance with the EAR Group's usual business practices and pricing policies, consistent with the key terms to be obtained by the EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties, taking into consideration factors including but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract, strategic purposes of the transaction or the limited resources available to the EAR Group.

(ii) *Obtaining of Services or the Purchasing of Products*

All purchases made by the EAR Group, including purchases from Interested Persons are governed by internal control procedures which detail matters such as the constitution of internal approving authorities, their monetary jurisdictions, the number of vendors from whom bids are to be obtained and the review procedures. The guiding principle is to objectively obtain the best goods and/or services on the best terms. Tender exercises are generally conducted for most of our purchases except in the case of transactions of value below certain thresholds specified in the internal control procedures. Where it is not possible, practicable or appropriate for a tender to be called (for example, where the service is required urgently or where conducting an effective tender would require disclosure of confidential price-sensitive information), an authorised senior management staff within the EAR Group will determine whether the price and terms offered by the Interested Person are on normal commercial terms.

In the case where a tender exercise is conducted, the invitation for bids will generally include a specimen contract to preclude negotiations by the vendor on the terms of supply after the successful vendor is selected by the tenders committee. There will be written contractual terms of supply applicable to each tender. The tender review procedures require:

- (aa) (in the case of the SATS Group) an open tender for bids to be called if there are more than 6 known vendors for the contract or item unless this requirement is waived by the tenders committee in exceptional circumstances, in which case a closed tender will be called; if there are 6 or fewer known vendors, a closed tender for bids will be called inviting all the known vendors to bid; and
- (bb) (in the case of the associated company of the Company forming part of the EAR Group) an open tender for bids to be called if the value of the contract exceeds a specified amount; if it does not exceed such amount, a closed tender for bids will be called inviting all known vendors to bid.

For the purpose of this provision, the expression “**known vendors**” refers to vendors known to the relevant purchaser of services or products within the EAR Group or the relevant purchasing authority, which the tenders committee considers to have the requisite qualification for the contract. Bids which are received, regardless of whether they are from Interested Persons or not will be subject to the same evaluation criteria based on price, product quality, delivery schedules, specification compliance, track record, experience and expertise. Preferential rates, rebates or discounts accorded for bulk purchases are also taken into account.

(iii) *Treasury Transactions*

(aa) Placements

In relation to the placement with any Interested Person by the EAR Group of its funds, the Company will require that quotations be obtained from such Interested Person and at least two other potential counterparties for rates of deposits with such counterparties of an equivalent amount, and for the equivalent period, of the funds to be placed by the EAR Group. The EAR Group will only place its funds with such Interested Person, provided that the terms quoted are generally no less favourable than the terms quoted by such counterparties for equivalent amounts, taking into account all relevant factors.

(bb) Borrowings

In relation to the borrowing of funds from any Interested Person by the EAR Group, the Company will require that quotations be obtained from such Interested Person and at least two other potential counterparties for rates for loans from such counterparties of an equivalent amount, and for the equivalent period, of the funds to be borrowed by the EAR Group. The EAR Group will only borrow funds from such Interested

Person if the Interested Person offers the best rates and terms and best meets the EAR Group's requirements, taking into account all relevant factors.

(cc) Debt Securities and Preference Shares

In relation to the subscription of debt securities or preference shares issued by, or the purchase of debt securities or preference shares from, Interested Persons, the EAR Group will only subscribe for or purchase such debt securities or preference shares after assessment of the credit risk of such Interested Persons, provided that the price(s) at which the EAR Group subscribes for or purchases such debt securities or preference shares is not higher than the price(s) at which such debt securities or preference shares are subscribed for or purchased by unrelated third parties.

In relation to the issue or sale to Interested Persons of debt securities or preference shares, the EAR Group will issue or sell such debt securities or preference shares to Interested Persons provided that the price(s) at which the EAR Group issues or sells such debt securities or preference shares is not lower than the price(s) at which such debt securities or preference shares are issued or sold to unrelated third parties. The EAR Group will also comply with all applicable laws and regulations in connection with the issue or sale of such debt securities or preference shares to Interested Persons.

(dd) Forex, Swaps, Options

In relation to forex, swaps and options transactions with any Interested Person by the EAR Group, the Company will require that rate quotations be obtained from such Interested Person and at least two other potential counterparties. The EAR Group will only enter into such forex, swaps or options transactions with such Interested Person if the Interested Person offers the best rates and terms and best meets the EAR Group's requirements, taking into account all relevant factors.

For the purposes of this sub-paragraph (iii), references to "**counterparties**" include, but are not limited to, banks, financial institutions or other corporates, which are not Interested Persons.

(b) *Threshold Limits*

In addition to the review procedures, the following review and approval procedures will be implemented to supplement existing internal control procedures for general transactions:

- (i) Interested Person Transactions equal to or exceeding S\$100,000 but less than S\$3 million in value will be reviewed and approved by (aa) a senior member of the Company's management designated for such purpose by the CEO, (bb) the CEO or (cc) the Audit Committee;
- (ii) Interested Person Transactions equal to or exceeding S\$3 million but less than S\$30 million in value will be reviewed and approved by (aa) the CEO or (bb) the Audit Committee;
- (iii) Interested Person Transactions equal to or exceeding S\$30 million in value will be reviewed and approved by the Board of Directors of the Company (the "**Board**") and the Audit Committee;
- (iv) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction) entered into with the same Interested Person in the current financial year is equal to or exceeds S\$3 million but below S\$30 million in value, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$30 million in value will be reviewed and approved by (aa) the CEO or (bb) the Audit Committee; and
- (v) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction) entered into with the same Interested Person in the current financial year is equal to or exceeds S\$30 million in value, the latest and all future Interested Person Transactions equal to or above S\$100,000 in value will be reviewed and approved by the Board and the Audit Committee.

References to the "**same Interested Person**" shall bear the meaning set out in Rule 908 of the Listing Manual.

Individual transactions of a value less than S\$100,000 do not require review and approval and will not be taken into account in the aggregation referred to in subparagraphs (iv) and (v) above. Interested Person Transactions entered into with the same Interested Person in previous financial years will not be taken into account in the aggregation of transactions for the purpose of the IPT Mandate under subparagraphs (iv) and (v) above.

- 2.5.2 A register will be maintained by the Company to record all Interested Person Transactions which are entered into pursuant to the IPT Mandate. The internal audit plan will incorporate an audit of Interested Person Transactions entered into pursuant to the IPT Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- 2.5.3 The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor Interested Person Transactions have been complied with.

- 2.5.4 The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures (including the interpretation and implementation thereof) with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee, as the case may be, he will abstain from any decision-making by the Board or the Audit Committee in respect of that transaction.

2.6 Benefit to Shareholders

- 2.6.1 The IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Interested Person Transactions with a specific class of Interested Persons arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to the Company.
- 2.6.2 The IPT Mandate is intended to facilitate transactions in the normal course of business of the EAR Group which are transacted from time to time with the specified classes of Interested Persons, provided that they are carried out on the normal commercial terms of the relevant company in the EAR Group and are not prejudicial to the Shareholders.
- 2.6.3 Pursuant to Rules 907 and 920(1) of the Listing Manual, the Company will:
- (a) announce the aggregate value (as determined by the Board) of transactions entered into with Interested Persons pursuant to the IPT Mandate, for the financial periods which it is required to report on pursuant to the Listing Manual, and within the time required for the announcement of such report; and
 - (b) disclose the IPT Mandate in the annual report of SATS, giving details of the aggregate value of Interested Person Transactions entered into pursuant to the IPT Mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholders' mandate for interested person transactions is in force or as otherwise required by the provisions of the Listing Manual.

The name of the Interested Person, nature of relationship and the corresponding aggregate value of the Interested Person Transactions entered into with the same Interested Person will be presented in the following format:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions pursuant to the IPT Mandate (or a shareholders' mandate for interested person transactions under Rule 920 of the Listing Manual))	Aggregate value of all interested person transactions under the IPT Mandate (or a shareholders' mandate for interested person transactions under Rule 920 of the Listing Manual) during the financial year under review (excluding transactions less than S\$100,000)

2.7 Audit Committee's Statements

- 2.7.1 The Audit Committee has reviewed the terms of the IPT Mandate, as proposed to be renewed, and is satisfied that the methods and procedures for determining the transaction prices as set out in the IPT Mandate are sufficient to ensure that Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 2.7.2 The Audit Committee will, in conjunction with its review of the internal audit reports and relevant Interested Person Transactions, as the case may be, also review the established guidelines and procedures to ascertain that they have been complied with. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the methods and procedures as stated above are not sufficient to ensure that these Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will revert to Shareholders for a fresh mandate based on new methods and procedures for transactions with Interested Persons.