

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Keppel Corporation Limited (the “**Company**”) will be convened and held on Wednesday, 18 October 2023 at 10.00 a.m. (Singapore time) at Suntec Singapore Convention and Exhibition Centre, Summit 1, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 (“**EGM**”), for the purpose of considering and, if thought fit, passing the following resolutions. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Company’s circular to shareholders dated 26 September 2023 in relation to the Proposed Distribution and the Proposed Change of Name (the “**Circular**”).

ORDINARY RESOLUTION: THE PROPOSED DISTRIBUTION

RESOLVED THAT:

- (a) approval be and is hereby given for the Company to make a distribution (the “**Proposed Distribution**”) of units in Keppel REIT (“**KREIT**”, and such units in KREIT, the “**KREIT Units**”) held by the Company to the shareholders of the Company (the “**Shareholders**” and each a “**Shareholder**”), by way of a dividend *in specie* on the basis of one (1) KREIT Unit for every five (5) ordinary shares in the capital of the Company (the “**Shares**”) held by Shareholders as at a time and date to be determined by the Directors for the purposes of determining the entitlement of the Shareholders to the Proposed Distribution (the “**Record Date**”, and such Shareholders who hold Shares as at the Record Date, the “**Entitled Shareholders**”), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed (the “**Completion Date**”), on and subject to the terms of the Circular, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors are of the view that such distribution may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Directors reserve the discretion not to distribute the KREIT Units to any Entitled Shareholder whose registered address as at the Record Date (as appearing in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited) is outside Singapore (the “**Overseas Shareholder**”) and to deal with such KREIT Units in the manner set out in paragraph (b) below;
- (b) where the Directors decide not to distribute the KREIT Units to any Overseas Shareholders, arrangements be made for the KREIT Units which would otherwise be distributed to such Overseas Shareholders pursuant to the Proposed Distribution to be sold by such person(s) as may be appointed by the Directors and thereafter the net proceeds of such sale, after deducting for all dealings and other expenses in connection therewith, shall be distributed proportionately among such Overseas Shareholders according to their respective entitlements to the KREIT Units as at the Record Date in full satisfaction of their rights to the KREIT Units which they would otherwise have become entitled to under the Proposed Distribution;

- (c) the Directors and/or any of them be and are hereby authorised to determine the amount to be appropriated out of the retained earnings and/or distributable reserves of the Company to meet the value of the KREIT Units to be distributed to the Shareholders; and
- (d) the Directors and/or any one of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any transfer form(s) for and on behalf of any Shareholder for the purposes of effecting the Proposed Distribution) as they, he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME

RESOLVED THAT:

- (a) the name of the Company be changed from "Keppel Corporation Limited" to "Keppel Ltd." with effect from 1 January 2024, and that the name "Keppel Ltd." be substituted for "Keppel Corporation Limited" wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors and/or any one of them be and are hereby authorised to do all acts and things and to execute all such documents as they, he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board

Karen Teo/Samantha Teong
Company Secretaries
26 September 2023

Notes:

1. The EGM will be held, in a wholly physical format, at Suntec Singapore Convention and Exhibition Centre, Summit 1, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on Wednesday, 18 October 2023 at 10.00 a.m. (Singapore time). **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to members. These documents will also be published on the Company's website at <https://www.kepcorp.com/en/investors/agm-egm> and the SGXNet.
2. (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.

(b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed.

(c) "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 ("Companies Act").
3. Arrangements relating to:
 - (a) attendance at the EGM by Shareholders, including investors who hold shares of the Company through the Central Provident Fund ("CPF") or the Supplementary Retirement Scheme ("SRS", and such investors, "CPFIS Members" or "SRS Investors" respectively);
 - (b) submission of questions to the Chairman of the Meeting by Shareholders, including CPFIS Members or SRS Investors, in advance of, or at, the EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM; and
 - (c) voting at the EGM by Shareholders, including CPFIS Members or SRS Investors, or (where applicable) their duly appointed proxy(ies),

are set out in the accompanying announcement dated 26 September 2023. This announcement may be accessed at the Company's website at <https://www.kepcorp.com/en/investors/agm-egm> and the SGXNet.

A member can appoint the Chairman as his/her/its proxy, but this is not mandatory.

4. **Submission of Proxy Forms:** Shareholders who wish to appoint a proxy(ies) or the Chairman as proxy to attend, speak and vote at the EGM on their behalf must submit a Proxy Form for the appointment of such proxy(ies). A proxy need not be a member of the Company. The Proxy Form must be submitted to the Company in the following manner:
 - (i) by post to the office of the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (ii) by email to keppel@boardroomlimited.com (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF),

in either case to be received no later than **10.00 a.m. on Sunday, 15 October 2023** (being 72 hours before the time appointed for the holding of the EGM).

A Shareholder who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Printed copies of the Proxy Form will be sent by post to Shareholders. Proxy Forms can also be downloaded from the Company's website at <https://www.kepcorp.com/en/investors/agm-egm> or the SGXNet.

In the case of Shareholders whose shares in the Company are entered against their names in the Depository Register, the Company may reject any Proxy Form submitted if such Shareholders are not shown to have shares in the Company entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001) as at 72 hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

5. **Voting by Investors (including CPFIS Members and SRS Investors):** The Proxy Form is **not** valid for use by investors holding shares of the Company through Relevant Intermediaries ("**Investors**") (including CPFIS Members and SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPFIS Members or SRS Investors may appoint the Chairman as proxy to vote on his/her behalf at the EGM, in which case he/she should approach his/her respective CPF Agent Banks or SRS Operators. Alternatively, they may approach their respective CPF Agent Banks or SRS Operators to appoint the Chairman as proxy to attend, speak and vote on their behalf at the EGM. **CPFIS Members or SRS Investors must approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on Monday, 9 October 2023.**

Investors (other than a CPFIS Member or SRS Investor) who wish to vote at the EGM should approach their respective relevant intermediaries as soon as possible to specify their voting instructions or make the necessary arrangement to be appointed as proxy.

6. **Submission of Questions:** All Shareholders (including CPFIS Members or SRS Investors) may submit questions relating to the business of the EGM in advance of, or live at, the EGM.

Submission of Questions in Advance: All Shareholders (including CPFIS Members or SRS Investors) can submit questions relating to the business of the EGM up till 10.00 a.m. on Wednesday, 4 October 2023 ("**Q&A Submission Deadline**") in the following manner:

- (i) by email to investor.relations@kepcorp.com; or
- (ii) by post addressed to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 HarbourFront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

When sending in questions, the following details should be provided for verification purposes: the Shareholder's full name, address, telephone number and email address, and the manner in which such Shareholder holds shares in the Company (e.g. if you hold shares of the Company directly, please provide your CDP account number; otherwise, please state if you hold shares of the Company through CPF or SRS).

Addressing Questions: The Company will endeavour to address all substantial and relevant questions relating to the business of the EGM received from Shareholders (i) prior to the Q&A Submission Deadline, through publication on the SGXNet and the Company's corporate website at <https://www.kepcorp.com/en/investors/agm-egm> by 10.00 a.m. on Friday, 13 October 2023, and (ii) after the Q&A Submission Deadline or live at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

7. All documents (including the Circular, Proxy Form and this Notice of EGM) and information relating to the business of this EGM have been, or will be, published on SGXNet and/or the Company's website at <https://www.kepcorp.com/en/investors/agm-egm>. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.
8. Any reference to a time of day is made by reference to Singapore time.
9. **Personal Data Privacy:** By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) represents and warrants that he/she/it has obtained the prior consent of the individuals appointed as proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.