KEPPEL CORPORATION LIMITED

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KEPPEL CORPORATION LIMITED (THE "COMPANY") HELD BY ELECTRONIC MEANS ON THURSDAY, 8 DECEMBER 2022 AT 3.00 P.M.

PRESENT

Mr Danny Teoh	Chairman
Mr Loh Chin Hua	Executive Director/Chief Executive Officer
Mr Till Vestring	Director
Ms Veronica Eng	Director
Prof Jean-Francois Manzoni	Director (via web conference)
Mr Teo Siong Seng	Director (via web conference)
Mr Tham Sai Choy	Director
Mrs Penny Goh	Director
Mr Shirish Apte	Director (via web conference)
Mr Jimmy Ng	Director
Mr Olivier Blum	Director (via web conference)

IN ATTENDANCE

As per attendance list.

Chairman extended a warm welcome to all shareholders of the Company ("**Shareholders**") and attendees who had joined the virtual extraordinary general meeting ("**EGM**") by webcast and audio means.

QUORUM

As there was a quorum, Chairman called the EGM to order.

INTRODUCTION OF THE BOARD AND MANAGEMENT

Chairman introduced the members of the Board and management who were present.

WELCOME ADDRESS

Chairman informed the meeting that there were two items on the agenda, which was to seek Shareholders' approval for (1) the Proposed Transaction involving the Asset Co Transfer and the Proposed Combination of Keppel Offshore & Marine Ltd ("**KOM**") and Sembcorp Marine Ltd ("**SCM**"), and (2) the Proposed Distribution.

TAKING DOCUMENTS CIRCULATED TO SHAREHOLDERS AS READ

The Notice of EGM and the Circular, having been circulated to Shareholders earlier, were taken as read.

A video was shown on how to use the audio-visual platform to submit questions and votes during the EGM.

MANAGEMENT PRESENTATION

Chairman then invited CEO, Mr Loh Chin Hua, to present the management update.

CEO welcomed Shareholders to the EGM and thanked them for the questions submitted ahead of the EGM.

Noting that the merits of the Proposed Transaction and Proposed Distribution were addressed in earlier disclosures and briefings and in the Company's responses to the substantial and relevant questions from shareholders, all of which had been posted on the SGXnet prior to the EGM, CEO provided an update that since then, the Company had obtained the approval of the Maritime and Port Authority of Singapore for the Proposed Transaction and had therefore received all the required regulatory approvals on the Company's part.

CEO then provided a recap of the rationale for this transaction from the perspective of the Company, the Shareholders, and the combined group comprising KOM and SCM.

Rationale of the Proposed Transaction & Proposed Distribution for Keppel, Keppel's shareholders and the combined group

CEO noted that the Proposed Transaction would accelerate the Company's Vision 2030 transformation by helping to streamline, focus and align the group to the Company's mission to provide solutions for sustainable urbanization, and scale up in focused areas, such as renewables, clean energy and decarbonisation solutions.

From the Company's perspective, the transaction would yield a realizable value of about S$9.05 billion over time from the O&M business and legacy assets.

Secondly, eligible Shareholders would receive 49% of SCM shares, or 19.1 SCM shares for every Keppel share held, which has an implied value of S$2.33 per Keppel share, based on the value of SCM shares at the point in time when the transaction was announced in April 2022 of 12.2 cents. The final value of shares would depend on the trading value of the post-transaction SCM.

Finally, from the point of view of the combined group, the Proposed Transaction was expected to create a premier global player providing offshore renewables, new energy and cleaner solutions in the O&M space. KOM and SCM's combined total net orderbook of over S$18 billion would provide post-transaction SCM a strong base to compete and seize new opportunities in the areas of offshore renewables, new energy, and cleaner O&M solutions.

Realisable Value from Proposed Transaction

The transaction would see a realisable value for the Company of over S$9.05 billion over time. Keppel would receive an Asset Co Consideration of S$4.06 billion, S$4.50 billion in value from the 54% stake in SCM on a fully diluted basis, as well as S$500 million in cash.

This did not include approximately S$300 million in out-of-scope assets, namely the Company's shares in Dyna-Mac and Floatel, which would continue to be held by the Company.

Taken together, the total value of the Company's O&M business would be about S$9.35 billion, or approximately S$5.34 per Keppel share.

Vision 2030 – Building the Future Keppel

CEO noted that moving forward, the Company would not just be an asset manager but also an operator with strong development and operating capabilities in energy and environment, urban development and connectivity.

The Company was moving towards making sustainability its business. The Company's asset-light business model allowed growth of its business portfolio without overburdening its balance sheet. Since July 2022, the Company had announced S$2.4 billion in new investments, jointly undertaken by the Company and its managed funds and business trust, mainly in renewables, decarbonisation and environmental solutions. Even with this significant investment, the Company's net gearing has stayed quite steady because of its asset-light model.

Technology and innovation would continue to be key enablers for the Company to enhance value propositions to the Company's ultimate customers and achieve Vision 2030 plans.

In conclusion, CEO noted that sustainability, being asset light, and harnessing technology were the three business thrusts that the Company would become more involved with moving forward.

QUESTIONS AND ANSWERS

With the conclusion of CEO's presentation, Chairman proceeded with the Q&A session. He noted that the Company had published its responses to substantial and relevant questions received from Shareholders prior to the EGM on its corporate website and SGXnet and some of these questions had also been addressed during CEO's presentation. Nevertheless, Shareholders attending this EGM via the audio-visual webcast platform could submit additional questions through the live Q&A function via the platform.

Chairman then invited Shareholders to submit their questions. The questions and responses were as below:

(1) Why are shareholders voting on the sale of KOM and the distribution in-specie of the SCM shares when the transaction has not yet been approved by the SCM shareholders?

Chairman explained that both KOM and SCM shareholders needed to approve the transaction. While the Company has started with its EGM, SCM would proceed with its EGM which it has indicated that it would hold before the end of the year.

(2) Why did the Company not settle for a cash consideration instead of SCM shares?

CEO explained that the transaction negotiated and agreed with SCM involved shares as the main form of consideration but noted that prior to the transaction being completed, the Company would receive S$500 million in cash as well.

(3) Who is advising Shareholders that the transaction would improve the overall equity value of the Company post-transaction plus the new shares in SCM? When will Shareholders see the valuation analysis of the proposed transaction?

CEO explained that, as covered in his opening presentation, the transaction would unlock quite considerable value for the group, which CEO believed would lead to a re-rating of how the market looked at the Company. More importantly, besides financial impact whereby the transaction was accretive and financially attractive, CEO stated that he believed that the transaction would help accelerate transformation towards Vision 2030 and get the Company to its eventual ROE target of 15% in due course.

(4) For Resolution 2, is the ratio for the proposed distribution of dividend in specie finalised? If not, when would it be finalised, and what would be the final ratio [of SCM shares] per 1 Keppel share?

Chairman explained that the ratio has been finalised. For every 1 Keppel share that a Shareholder owns, the Shareholder would receive 19.1 SCM shares.

(5) What are the major developments that would have an implication on share price?

Chairman said he was not sure which share price the Shareholder was referring to, but explained that it would be necessary to wait until completion of the transaction and that it would be for the market to determine where share prices would land.

(6) Would the Company be raising dividends next year?

Chairman said that this transaction was a non-cash transaction. Apart from the S$500 million cash that the Company would receive, substantial consideration to the Company for the whole transaction would be the new shares issued by SCM. In looking at dividends on an annual basis, the Board would look at operating performance and some of the Company's investment plans. Chairman added that the Board was mindful that dividends are important to shareholders.

(7) How will shareholders benefit from the 4.06 billion (Asset Co) side of the S$9 billion transaction?

CEO said that in exchange for legacy assets sold to Asset Co, the Company would receive just over S$4 billion in credit notes. Over time as the rigs in Asset Co were monetized, the Company would be paid the credit notes. As shared in recent briefing to Shareholders, with the improvement in the offshore market, utilization and day rates of rigs were improving, and three Borr rigs were recently sold to a Middle Eastern customer. Over time as the rigs were monetized, it was expected that the credit notes and accrued interest would be paid back to the Company, and such amounts would be used by the Company to fund further growth and dividend payouts in future.

(8) How would the remaining 5% of SCM shares held by the Company be used? What are the Company's options as regards such shares? Will such shares be distributed to Shareholders?

Chairman explained that the 5% of SCM shares held by the Company was held back in view of certain contingent liabilities of KOM. Such shares would become "unencumbered" at the end of 48 months or the extinguishment of contingent liabilities, whichever was earlier. At such time that they became "unencumbered", the Board and management would deal with these shares.

Such shares could be distributed to Shareholders or be sold; they could be recycled as working capital of the organization. It was too early to give a definitive answer to this situation.

(9) Why is KOM paying S$500m cash to the Company instead of SCM?

CEO explained that this S$500M was for KOM to repay a part of certain advances (perpetual securities and other shareholder loans) which had been provided by the Company to KOM to fund certain shortfalls in the funding of KOM in recent years. The balance [amounts owed by KOM to the Company] would be equitised before KOM was transferred to SCM, less any outstanding third party debts.

(10) Does the Company have any plans to divest the balance stake of its O&M business units, for example Floatel and Dyna-Mac? If not at present, is there a timeline to divest?

Chairman said that this was not something that could be confirmed at the moment but it was good that the market was developing positively. At the appropriate time, the Company would make the necessary announcements if such transactions were warranted.

(11) What will be the valuation of the Company post-divestment of KOM? Are there any comparable companies to compare with?

Chairman said that CEO had explained what the Company aimed to become post-completion of the transaction – a global asset manager with strong development and operating abilities in sustainable urbanization – and there were not many comparable companies. One of the things the Company was working towards was for the complexity of the Company to be much more easily understood by focusing on its asset management business in these areas.

CEO added that this was part of Vision 2030 as the Company moved away from lumpy profits and orderbook businesses to more recurring income. When the Company has lumpy or net orderbook businesses, it tended to be valued by the market – although it should be valued on DCF, analysts tended to take shortcuts by looking at price to book. So the Company was moving towards more recurring income businesses that would attract a higher earnings multiple. This was the general direction the Company was taking with Vision 2030. Since the announcement of the transaction in April 2022, the Company has started to see analysts start to realise the value that the Company could potentially unlock. Quite a number of analysts had re-rated the Company through their "sum of the parts" valuation. That was where the Company was headed.

(12) Management had suggested that the restructuring of the deal from a merger to an outright acquisition would reduce the time to complete the deal by about 2 months. However, considering SCM has yet to initiate an EGM to get their shareholder permissions, is it still realistic that the deal can be completed by end of December / early January?

CEO said that assuming the EGM passed the two resolutions that were in front of the Shareholders today, this would complete all the regulatory approvals from the Keppel side. As noted by Chairman, SCM still had to go through with their EGM. If that could be called before the end of 2022 or in January 2023, assuming that was also approved, completion could take place quite shortly after as the transaction was structured as an acquisition and there was therefore no need to go through the court process which would have taken a bit longer. The

benefit of the restructured deal was that it provided more transaction certainty and completion was faster.

(13) Should both Keppel's and SCM's EGMs be approved, will the dividend in specie be distributed in somewhere in January or February? Or will it be distributed in May, post-Keppel's AGM next year?

Chairman said that when the transaction was completed, the plan was to carry out the distribution in specie as soon as possible.

(14) How confident is the Company about the sale of the O&M business to SCM? Is there a risk that the shareholders of SCM will not agree buy over the Company's O&M business at 5 times book?

Chairman said that this was not a question that could be answered now. There was a compelling reason to put the two companies together and there was a strong story going forward for the combined group. Chairman said that he was hopeful and confident that both sets of shareholders would vote in favour of the transaction.

(15) With the sharp improvement in the offshore market, as shown by the strong order books and rental rates of the rigs, could the Company have deferred the sale to get a better price, including to other third parties other than SCM? This round, we have actually sweetened the deal for SCM.

CEO said that as the offshore market has improved in recent period, he was confident that the Asset Co rigs could be substantially monetized within the next three years. This transaction was a "win win win" for everyone. It was a win for the Company because it would unlock a lot of value and help accelerate Vision 2030. It was positive for Shareholders, and CEO said he believed that there was a very bright future for the combined group. CEO said that all of the directors have recommended to Shareholders to vote in favour of both resolutions. Whilst the exchange ratio has been shifted by 2% in favour of SCM shareholders recently, the overall transaction was still very attractive, deal certainty has improved, timing to completion has improved, and Shareholders would receive more SCM shares per Keppel share. Ultimately the new group would be very well placed with an order book of around S$18 billion. All this would suggest that it was a good transaction for Shareholders to support.

(16) Given that O&M business is not part of Vision 2030, what is the management's plan if the transaction is not approved by shareholders?

Chairman said that he did not want to speculate on this but would rather that Shareholders take the cue from the directors that the transaction be approved. If such scenario described by the question should arise, Shareholders would be updated at the appropriate time.

(17) Will the Company be bidding for oil and gas projects in future after the disposal of KOM?

CEO said that the short answer was no. This was driven in part by the Company's consideration for Vision 2030 and its move away from businesses with lumpy profits.

(18) How will the current high interest rates and the possible recession affect the Company in this transaction?

Chairman said that it was a challenging environment and that there were challenges in certain markets that the Company operated in. The key about asset management and infrastructure business was that today, more investors were looking at real cash flow that came from real assets like infrastructure assets. The world was moving around climate action and sustainable development. The Company was well placed to take advantage of these developments in the marketplace. There were also some near term challenges that the Company had to navigate.

(19) Is there a timeline for the monetisation of Asset Co for the credit notes to be redeemed?

CEO said that as shared earlier, with the improvement in the offshore market, the rig markets were getting stronger by the day. As stated in earlier announcements and briefings, substantially most of the rigs in Asset Co should be monetized in the next three years.

With the conclusion of the Q&A session, Chairman then commenced with the business of the meeting.

CONDUCT OF VOTING

Chairman informed that voting on the resolutions would be conducted by poll. Shareholders and appointed proxies attending the meeting via the audio-visual platform would be able to vote in real time. In his capacity as Chairman of the EGM, Chairman had been appointed as proxy by a number of Shareholders and would vote in accordance with the specific instructions of these Shareholders.

The Company had appointed Boardroom Corporate & Advisory Services Pte Ltd as polling agent and DrewCorp Services Pte Ltd as scrutineers to verify the results of the poll.

A video on how to use the audio-visual platform to vote was shown. Following the video, Chairman declared that the "live" online poll was open, and Shareholders could cast their votes in respect of both resolutions. The live poll would remain open until both of the resolutions tabled for approval at the EGM were properly moved. The results would be announced shortly after Chairman had declared the "live" online poll to be closed.

The Chairman reminded Shareholders that the two resolutions in relation to the Proposed Transaction and the Proposed Distribution were inter-conditional, which meant that each resolution was subject to and contingent on the other resolution becoming effective in accordance with its terms. Accordingly, if one resolution were not approved, the Proposed Transaction or the Proposed Distribution (as the case may be) that was the subject of the other resolution, even if approved, would not proceed.

ORDINARY BUSINESS

1. PROPOSED TRANSACTION INVOLVING THE ASSET CO TRANSFER AND THE PROPOSED COMBINATION OF KEPPEL OFFSHORE & MARINE LTD AND SEMBCORP MARINE LTD WHICH CONSTITUTES A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION
(Resolution 1)

1.1. Resolution 1 related to the Proposed Transaction involving the Asset Co Transfer and the Proposed Combination of KOM and SCM. Details of the Asset Co Transfer and the Proposed Combination, having been set out in the Circular, were taken as read.

1.2. Chairman noted that as set out in the Circular, if this resolution was approved, the completion of the Asset Co Transfer would proceed regardless of whether the Proposed Combination of KOM and SCM took place.

1.3. The full text of Resolution 1, as set out in the Notice of EGM, was taken as read.

1.4. Chairman proposed that Resolution 1 be received and adopted. The motion was put to a vote.

2. PROPOSED DISTRIBUTION
(Resolution 2)

2.1. Resolution 2 related to the Proposed Distribution by the Company of its shares in SCM which the Company would receive as consideration on completion of the Proposed Combination (less the Retained KOM Consideration Shares).Such proposed distribution would be effected by way

of a dividend in specie on a pro rata basis to all eligible shareholders of the Company at a time and date to be determined by the Directors.

2.2. Chairman noted that as mentioned in the Circular, the Proposed Distribution was subject to Resolution 1 being approved and completion of the Proposed Combination of KOM and SCM.

2.3. The full text of Resolution 2, as set out in the Notice of EGM, was taken as read.

2.4. Chairman proposed that Resolution 2 be received and adopted. The motion was put to a vote.

3. CLOSING OF POLL AND RESULTS

3.1. Following the closure of the poll, the results of the EGM in accordance with the scrutineer certificate were as follows:

Resolution	**Total number of Shares represented by votes for and against the Resolution**	**For**		**Against**	
		Number of Shares	**As a percentage of the total number of votes for and against the Resolution (%)**	**Number of Shares**	**As a percentage of the total number of votes for and against the Resolution (%)**
Ordinary Resolution 1: Proposed Transaction involving the Asset Co Transfer and the Proposed Combination of Keppel Offshore & Marine Ltd and Sembcorp Marine Ltd which constitutes a major transaction and an interested person transaction	563,047,717	562,833,591	99.96	214,126	0.04
Ordinary	562,568,467	562,366,341	99.96	202,126	0.04

Resolution 2: Proposed Distribution					

3.2. Chairman declared Resolutions 1 and 2 carried.

3.3. **IT WAS RESOLVED THAT:**

3.3.1. subject to and contingent upon the passing of Ordinary Resolution 2 relating to the Proposed Distribution becoming effective in accordance with its terms**:**

(a) approval be and is hereby given for the Asset Co Transfer and the KOM Combination (collectively, the "**Proposed Transaction**") on the terms and conditions set out in the Transaction Documents (each as may be supplemented or amended from time to time), as described in the Circular, and the entry into the Transaction Documents be and is hereby approved and ratified;

(b) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Transaction; and

(c) the Directors or any one of them be authorised and directed to do all things necessary or expedient or in the interests of the Company and the Shareholders (including executing any document) as the Directors or any one of them may deem fit, to give effect to the Proposed Transaction as contemplated in this resolution.

3.3.2. subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Transaction becoming effective in accordance with its terms and Closing:

(a) approval be and is hereby given to the Company to make a distribution ("**Proposed Distribution**") of the DIS Shares held by the Company to the Shareholders by way of a dividend *in specie* on a *pro rata* basis to all Shareholders as at a time and date to be determined by the Directors for the purposes of determining the entitlement of Shareholders to the Proposed Distribution (the "**Record Date**"), 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 ("**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 DIS Shares to any Shareholder whose registered address as at the Record Date (as appearing in the Register of Members or in the Depository Register maintained by CDP) is outside Singapore (the "**Overseas Shareholder**") and to deal with such DIS Shares in the manner set out in paragraph (b) below;

(b) where the Directors decide not to distribute the DIS Shares to any Overseas Shareholders, arrangements be made for the distribution of the DIS Shares which would otherwise be distributed to such Overseas Shareholders pursuant to the Proposed Distribution to such person(s) as the Directors may appoint to sell such DIS Shares 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 DIS Shares as at the Record Date in full satisfaction of their rights to the DIS Shares 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 DIS Shares to be distributed to the Shareholders based on the value of the DIS Shares on the Completion Date;

(d) any resultant fractional DIS Shares be aggregated and held by the Company for future disposal, and the Directors and/or any of them be and are hereby authorised to deal with the DIS Shares remaining with the Company after the Proposed Distribution in such manner as they deem fit; and

(e) the Directors or any one of them be authorised and directed to do all things necessary or expedient or in the interests of the Company and the Shareholders (including executing any document) as the Directors or any one of them may deem fit, to give effect to the Proposed Distribution as contemplated in this resolution.

There being no further business, the meeting ended at 3.45 p.m. with a vote of thanks to the Chair.

Confirmed by:

DANNY TEOH
Chairman